THE MARVEL® UNIVERSE ROLEPLAYING GAME

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INTRODUCTION

Have you ever wanted to be Spider-Man? To put on a costume, leave your everyday hassles behind, go out web-slinging around the city and do something really important for a change? To be a hero instead of a regular person? To really make a difference in the world?

Of course you have. We all have. That's why Marvel Comics are so popular. That's probably why you picked up this book. Because, deep down inside, we've all thought about what it would be like to be a Super Hero. To pound our magic walking stick into the ground and turn into a mighty Avenger like Thor. To pop razor-sharp claws out of our hands and do battle against impossible odds the way Wolverine does. We relate to the Hulk, a normal guy who loses control when he gets too angry and turns into a monster. And we share Daredevil's frustration with the legal system, and applaud when he goes out and fights for real justice in a way we wish we could.

Now we can actually be those Super Heroes, just for a little while, when we play the Marvel Universe Roleplaying Game. We can be any Super Hero we want to be, and we can even make up our own.

We created this game because we wanted to play a roleplaying game that let us really feel like Super Heroes. No rolling dice. No complicated equations. Just saying what we want to do, then going out and doing it. Just like our heroes do in the comics.

And you know what? It works. When we play Marvel, just for a little while, we get to forget school and jobs and responsibilities and go out and save the world.

This book will explain everything you need to know to play or GamesMaster this game—how to roleplay, how to fight and how to become a better Super Hero! You can play this game as any character in the Marvel Universe, or you can create your own new Super Heroes to roleplay. This guide also includes the introductory Adventure, *We Live Here, Too!* The adventure can be played solo or with a group of players, using any combination of characters in the guide. Future adventures can be created by you or your friendly neighborhood GamesMaster (or GM for short).

This book is designed to be read by both players and GamesMasters, whether you have played a roleplaying game before or not. If you're planning on being a GM, you should read the GamesMaster section, but if not you can skip it (although the information it contains can help you become a better player). Players should definitely not read the Adventure, *We Live Here, Too!*, which is in the GM section, as that will lessen your enjoyment of playing it.

Finally, if you're new to roleplaying, you may be thinking to yourself, "Wow, there are a lot of rules here." You're right. There are. After all, we're teaching you not only how to play a game, but also how to recreate an entire comic book universe. How to engage in a virtually unlimited range of Actions. And, if you're a GamesMaster, how to create your own version of this world, and then populate it with characters and villains, sidekicks and friends, innocent bystanders and meddling annoyances, buildings and laboratories and wondrous inventions that only exist inside the Marvel Universe or your own imagination.

However, Marvel is simpler than most other roleplaying games, and at only 128 pages our guide is shorter, too.

'Nuff said. Let's get on with it.

WHAT IS A ROLEPLAYING GAME?

Long before there were computer games, there were roleplaying games. In that prehistoric time before computer-generated monsters and dungeons, before you could tell a sophisticated program what you were doing and let it figure out what happened, people used to have lots of fun sitting around a table and in groups and doing those things for themselves. And they still do.

In a roleplaying game, each player pretends to be a character, describing what that character does, thinks and says. Each player interacts with other players, and all of them interact with the "world" around them. This world is run by the GamesMaster according to the rules of the game.

One of the biggest differences between roleplaying games (RPGs) and all other games is that in other games, there is a distance between you and the game. In board games, you move a piece around the board. In games like chess and backgammon, you move many pieces around a board. And in games like poker or collectible card games, you gather cards and then compare them with other player's cards. But in roleplaying games, you create your own playing piece when you create your own character. You are your character, and playing your character is what the game is all about.

The basic idea behind all roleplaying games is that a character can be represented by a series of values or numbers that reflect basic characteristics. How smart are you? How strong are you? How fast can you run? In RPGs, questions like these are answered with a number. A genius like Albert Einstein or Leonardo da Vinci would have a high Intelligence number. A heavyweight boxer or an Olympic weightlifter would have a very high Strength number. Taking this idea one step further, everything that a character does could also be described in these numerical terms. A superstar basketball player like Michael Jordan would have a very high number in basketball. Tiger Woods would have a very high number in golf. A skilled brain surgeon would have a high number in brain surgery. This basic premise is shared between nearly every roleplaying game ever made, as well as most computer games.

PROBABILITY GAMES VS. RESOURCE-DECISION GAMES

How do all of these numbers interact with each other and the world around them? Many games assign probabilities to these numbers, and then use dice to see if the Actions succeed or fail. You roll the dice and if your number comes up, you win. If it doesn't, you lose. This means that figuring out the percentages of success and failure are what the game is all about. Probability-based games get much of their excitement from the luck of the die roll. Since you never know how the dice will land, you can never be certain whether you'll succeed or fail. Even an expert has a small chance of failure, and you'd be surprised how many times things can go wrong because of a bad die roll.

Resource-decision games approach the problem of interaction differently. Instead of rolling the dice, a resource-decision game has no luck in it at all. In this type of game, you have a number of options to choose from, and you decide how much effort to put into your choice. That effort is then compared to the effort of your opponents, or the effort required to succeed at whatever you're attempting.

Here's a comparison using Spider-Man. Let's say Spidey wanted to swing from one building to another using his webs. In a probability-based game, the player playing Spider-Man would roll the dice. If he rolled well, Spidey would succeed and swing from one building to the next. If he rolled badly, Spidey would miss and fall to the ground. In a resource-decision game, if the player playing Spider-Man spent enough effort, Spider-Man would succeed. And if he didn't spend enough effort, Spider-Man would fail.

Many people like resource-decision games more than probability-based die-rolling games because they more closely mirror real life. If you try hard enough, you succeed. And if you don't try hard enough, you fail.

In case you wondered, Marvel is a resource-decision game.

HOW MARVEL IS DIFFERENT FROM OTHER ROLEPLAYING GAMES

There are many excellent roleplaying games on the market. They vary in theme, system and complexity. Most are probability-based games with lots of dice to roll. But if you like Marvel Comics, we think you'll enjoy playing Marvel. We've designed it to be as simple a system as possible so you can spend more time playing your characters and less time getting bogged down in the technicalities of the rules.

Compared to most other roleplaying games, Marvel is very straightforward. Many other games require you to read hundreds of pages of rules and consult dozens of charts and tables. Marvel has extracted what's fun about comic books and created an easy-to-learn, easy-to-play system that lets you do what you want to do without a lot of complication. In fact, it is so simple that you can even play the game one-on-one, in a style we call "Brawling." (See "Style of Play" below.)

Like the comics that inspire it, the factors Marvel takes into account are pretty basic, too. This game is about comic book-style action, not physics. We've simplified the game mechanics so the flavor is there without the headaches. After all, this is comics, not *The Lord of the Rings*. Entire stories get told in 22 pages, not thousands. We have tried to create a game where you can play a scene involving energy weapons without spending hours debating the exact details of particle physics and velocity…one where Storm can create a mini-hurricane without players and GamesMaster debating the meteorological origin of each storm cloud.

As we mentioned earlier, this is a resource-decision game.

There is no luck in Marvel. No dice to roll. Like in the comics, your character makes choices. Sometimes they work out, and sometimes they don't. But the results always follow from your Actions. You'll never complain about a bad dice roll that kills your character. If you die, it's usually your own fault for doing something that got you killed. Of course, you're a Super Hero. Risk and danger come with the spandex.

In Marvel, everything you want to do is governed by the ARS, or Action Resolution System. It's a very straightforward system with very few variations or special rules. Any special rules are written down right next to each Action on your Character Action Display (which we'll explain a few pages from now), so you don't have to remember lots of arcane concepts or keep coming back to this guide.

You can play any character you like from the whole Marvel Universe. (There are 42 in this guide, and rules to make any of the rest.) You can also create your own, all-new Super Hero character, where you (with some help from the GamesMaster) choose the character's super powers, determine how strong or smart he is, and decide what his Challenge will be. You write the story of his life and play his character however you want.

STYLE OF PLAY

You can play Marvel in a variety of styles, based on what you're interested in. Most roleplaying games tend to fall somewhere between two styles of play that we call "Clobberin' Time" and "Power and Responsibility." And for one-on-one play, there's always "Brawling," a style unique to this game.

Power and Responsibility

In the "Power and Responsibility" style of game, (named after everybody's favorite angst-ridden teenager, Peter Parker, a.k.a. Spider-Man), players spend a great deal of time on things like character development, morality, thoughts and goals. They care what their characters do for a living. They care about the other people in their lives, like girlfriends or boyfriends, aunts, sidekicks and non-Super Hero friends. In "Power and Responsibility" style games, the players may go entire sessions without ever engaging in Combat. Not that there isn't plenty of action and adventure. It's just that there's more to this style of play than busting things up.

Clobberin' Time

We call the other style of play "Clobberin' Time" in honor of that "smash-first-and-ask-questions-later" guy, Ben Grimm, a.k.a. the Thing. In "Clobberin' Time" games, players don't spend much time on their characters' lifestyles. They concentrate on action, and plenty of it.

Together, the players and the GamesMaster decide what style of game they want to play. There is nothing more frustrating than a GamesMaster who runs a "Power and Responsibility" style game for a bunch of "Clobberin' Time" players. At the same time, if players want "Power and Responsibility," then the GM has to give them more than just an endless series of battles.

We believe most players want to play a game that combines a little of both styles. The beauty of Marvel is that the system can handle both types of play, either separately or together.

Brawling

Then, of course, there's "Brawling." It allows players to answer age-old questions: Who would win in a fight, the Thing or the Hulk? Spider-Man or Wolverine? Or any of the other hundreds upon hundreds of similar, burning questions that have vexed Marvel fans throughout the years. While most other RPGs require a GamesMaster to run the game, the unique nature of Marvel means that two players can sit down with their characters and fight against each other without needing a GamesMaster. There are no special rules for brawling. It's just that when it comes to one-on-one fighting in this game, two players can just go stone to stone without the need for a GM. Open up the book to the list of Situational Modifiers on P. 104, include any that are relevant, and let your GamesMaster have the night off. (One of our playtesters even suggested gladiatorial "Build Your Own Brawler" Contests.)

EXAMPLE OF PLAY

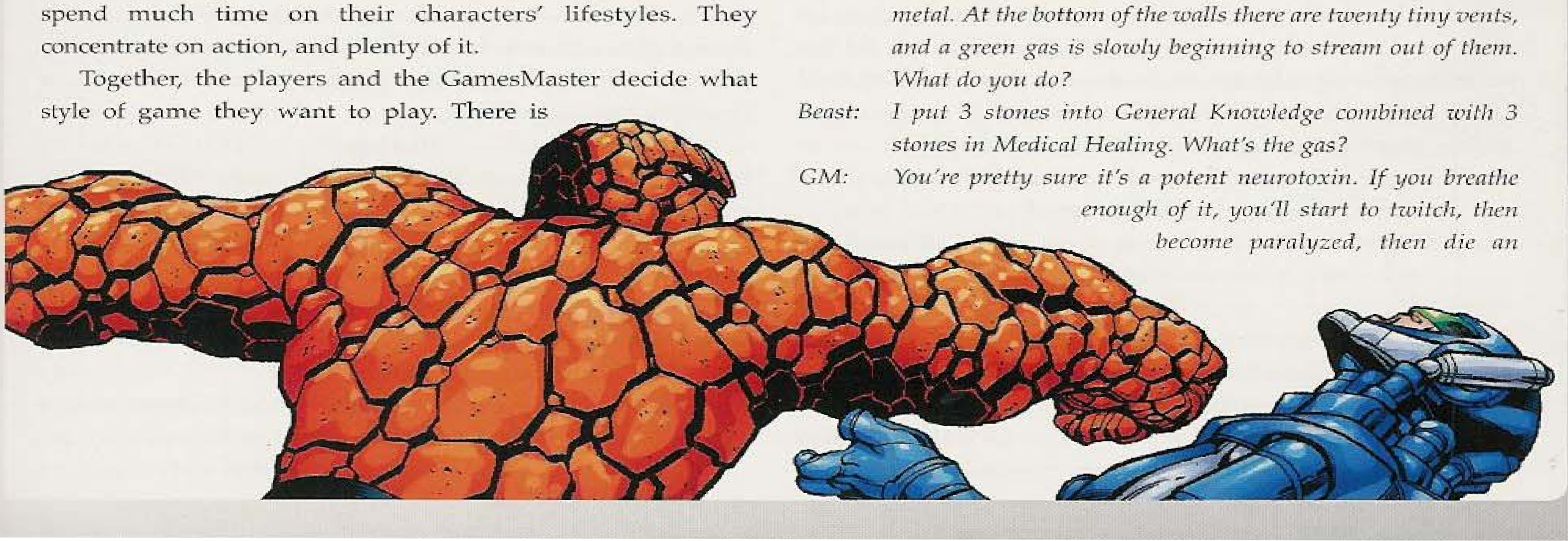
Before we start teaching you how to play Marvel, let's peek in on a game that's already in session. You might not understand everything you're about to see, but that's to be expected. You'll get a taste of how the game works, and you'll also gain a little context for what you're about to learn.

Stephen is GamesMastering for Rich (Beast), Susan (Storm) and David (Wolverine). They had been hurrying to the aid of their fellow X-Men in Magneto's secret installation when the floor below them slid away.

GM: *Okay, so here's where you stand. Storm, Wolverine and Beast, after the floor slid away, you fell about twenty feet and landed on the floor. Now that's 2 stones of falling damage each, but Beast, your Acrobatics nullify that. And Wolverine, your Agility saves you 1 stone, so you only take 1 stone, which you'll heal back in 2 Panels. Storm, you take 2 red stones, though, so you lose a white stone of health. Okay, so, you all seem to be in a room carved out of solid granite. The ceiling, which is the bottom of the sliding floor, has slid back into place. It appears to be made of a shiny metal. At the bottom of the walls there are twenty tiny vents, and a green gas is slowly beginning to stream out of them. What do you do?*

Beast: *I put 3 stones into General Knowledge combined with 3 stones in Medical Healing. What's the gas?*

GM: *You're pretty sure it's a potent neurotoxin. If you breathe enough of it, you'll start to twitch, then become paralyzed, then die an*



amazingly painful death. Luckily for you, it's a very dense gas, so it will take about 7 panels to rise to breathing level.

Storm: *We must reach the ceiling. I shall create a wind and fly to it.*

Beast: *Uh, better not, Storm. The wind will stir up the gas, and we'll end up dying quicker.*

Storm: *Then I shall blast a hole with my lightning bolt.*

Beast: *Um, again, perhaps not. If there were to be a ricochet, it could be worse for all of us. Plus, GM, is the gas flammable?*

GM: *Highly.*

Wolv.: *See that access panel up there? I'll bet if I could get there, I could slice it open and expose what's inside. There'd be no chance of a ricochet. Beast, you feel up to a fastball special?*

Storm: *And then I shall blast the hole with a lighting bolt. It should either cause the floor to retract or open a hole through which we may escape. But if I can't fly, how do we get out?*

Beast: *Well, I can jump that high. And I can throw Wolverine up there again. Storm, if I threw you high enough, could you make a wind up there and then fly the rest of the way?*

Wolv.: *No need, I can catch her.*

Storm: *While I do not relish being tossed about like a piece of baggage, I like the plan.*

GM: *Okay, so you all ready?*

Beast: *I put 5 stones of Strength into throwing Wolverine up to the ceiling. He only weighs 195, and the ceiling is, what, you said 20 feet? 5 stones should be plenty. Will Wolverine fall this Page or next Page, because I want to catch him and keep him from sucking in any gas when he lands?*

GM: *That would be next Page.*

Wolv.: *And I'll put in 7 stones of Close Combat plus 4 from Agility and 1 from my adamantium claws. And don't forget they're armor penetratin', bub! I'm gonna stick both hands straight into the ceiling and carve 'em around in a circle before I fall.*

GM: *I won't, Wolverine. So what about you, Storm? That gas is still rising, and don't forget the rest of the team was in danger before you fell into the hole.*

Storm: *I shall wait until just after Wolverine has fallen clear of the ceiling, and then I will hit the opening with a 7-stone lightning bolt—with double damage, of course.*

GM: *Of course. Okay, so here's what happens. Beast, you pick Wolverine up and throw him up towards the ceiling. You were right, 5 stones was plenty to get the Canucklehead up there. Wolverine, that ceiling comes up pretty fast, and there's nowhere to hold on to, so you're gonna get one chance at it. But with 12 stones of Armor Penetration, your claws slice a deep circle into the ceiling panel. It separates from the roof and barely misses you as both fall. And finally, Storm, your 7-stone lightning bolt flashes past Wolverine, you can hear the sizzle of some of his hair, and it blasts into the floor with a big explosion. It's hard to see, there's smoke up there, but it looks like you blasted a hole through to the room above.*

Beast: *Remember, I'm gonna catch Wolverine, right?*

GM: *Like I said, next Page, which starts right about now. First of all, do your regeneration. Okay, so let's start with Beast.*

Beast: *I'm putting the same 5 stones into catching Wolverine. Nah, better make it 6 stones, just in case.*

Wolv.: *I'm falling.*

Storm: *I'm watching him fall and saving my stones to regenerate as quickly as possible.*

GM: *Okay, Beast, you catch Wolverine. You probably could have saved a stone, but hey, what's a stone between friends? Okay, Page is over. Do your regeneration.*

Beast: *We got 5 Panels left before we start sucking gas. At 6 stones per Panel, I can toss Wolverine and Storm on consecutive Pages and still have plenty of time to jump out, right, GM?*

GM: *It looks that way.*

Beast: *So, can we just do it, then, without playing it out?*

GM: *The rest of you okay with that? Good. Then let's get you outta here, shall we? Your teammates are in big trouble. I mean, your teammates might be in big trouble. Yeah, that's it. Might be in big trouble...*

IMPORTANT TERMS YOU'LL FIND IN THIS GAME

GamesMaster

The GamesMaster is the referee who represents the universe with which the players interact. The GamesMaster (abbreviated as GM) applies the rules, determines the outcomes of the Actions of both the players and the non-player characters, and interprets those outcomes to the players. In other words, the GM tells the story of what happens. Often, the GamesMaster creates her own universe, using materials and rules supplied in this guide and supplements. The GM also helps players create their own Super Hero characters, and awards Lines of Experience to players at the Adventure's end.

Player Character

A Super Hero character that is acted out by a player. When this guide refers to a player doing something, we actually mean her character. When we say, "You fly up into the air," to the person playing Rogue, we are obviously referring to her character, not to her.

Non-Player Character

Any character not played by a player but controlled by the GamesMaster, including any enemies, friends, sidekicks, bystanders or any other inhabitant of the Marvel Universe. Also referred to as NPCs.

Panel

This is the standard unit of time that can pass in Marvel. As in a comic book, a Panel can represent a varying length of time. Usually, a player character will only do one or two Actions in the course of a Panel. Each player's Panel is generally considered to occur simultaneously with all of the other players' Panels. In some instances, a Panel may represent a longer period of time for some players than others, meaning those players may not have a Panel on every Page.

Flashback Panel

In a Flashback Panel a character recalls an important event that relates to his current Actions. A Flashback Panel interrupts the normal playing cycle, and provides a character with 1 free stone as a Situational Modifier. There is a limit of 1 Flashback Panel per Mission per character.

Page

When each of the players has performed a single Panel of Action, in order, then a Page has been completed and the players move on to the next Page, where they will again do their Panels in order. Not every player will have a Panel on every Page, because some Panels take longer than others to resolve and one player may still be resolving her Panel from the previous Page.

Adventure

An Adventure is a general term for the story you are involved in when you play Marvel. Both Missions and Issues are types of Adventures; an Issue is made up of 3 Missions.

Mission

A Mission is a collection of Pages that is unified by a common Mission Briefing. An average Mission takes 1-2 hours to play.

Issue

An Issue is a series of Missions, usually resolved over multiple playing sessions. Sometimes players will play an Issue in one 8-10 hour playing session on a weekend.

Campaign

A Campaign is an ongoing storyline that consists of many Adventures and could take years to complete. Some Campaigns can go on for many years, while others may end after a few months.

Character Action Display

Your Character Action Display (CAD) is a formatted sheet that you have filled in with all of the information you need to represent your character in the game. The reverse side of your CAD has your Character Profile Record, where you will be recording your Lines of Experience, your Character Profile (general description), and a picture of your character if you wish.

Health Stones & Energy Stones

There are two types of stones in this game. White stones represent a character's health. Red stones represent a character's energy, which can be used to power Actions.

Character Generation Stones

When creating a character, players get 40 white stones to spend in paying for Abilities, Actions or Modifiers. These stones have nothing to do with white stones of health and are not used during play. During this process, 3 red stones = 1 white stone for the purpose of paying for things that cost less than one white stone. (Players and GamesMasters may agree to use more than 40 stones, but we strongly recommend 40.)

Energy Reserve

The total number of red stones of energy that are available for a character to use at any given time. It reflects the character's own internally generated energy, although external energy may sometimes be added. The number may vary from Page to Page.

General Pool

A group of stones representing energy that comes from sources outside of the characters, such as cosmic energy, or energy generated from an object, like a gun, or energy inherent to an object, like the energy of a rock falling on your head.

Abilities

Each character has 5 Abilities, each represented as a particular number of stones (your Ability Numbers). Abilities reflect specific aspects of the character's nature. They are Intelligence, Strength, Agility, Speed and Durability. Abilities can be used as Actions when appropriate. An Ability used as an Ability Bonus may add its Ability Number's worth of stones to an Action.

Ability Bonus

An Ability Bonus allows you to add as many extra stones (if available) to an Action as the Ability has. Some Actions include built-in Ability Bonuses; other Actions may have them added for an extra cost. Because the Bonus represents your character's own Abilities, the stones must come from your Energy Reserve. No Action may have more than two Ability Bonuses.

Actions

Actions are anything that a character can do. They include super powers like Flying or Telepathy, forms of combat, and other Actions like Healing, Inventing and Social Skills. Characters can also perform Normal Actions, which are the things that any non-Super Hero can do.

Action Box

Action Boxes are the areas on your CAD where you place the red stones of energy you are allocating to your Actions. There are 9 Action Boxes on your CAD. In each box write the name of the Action, the Action Number, and any relevant information such as Ability Bonuses, Weapon Modifiers, and the abbreviated rules listed under the description of the Actions in this guide. (Normal Actions don't get Action Boxes.)

Action Numbers

A character's Action Number represents his skill level at a particular Action, and also the maximum number of red stones of energy he can apply to that Action (not counting Ability Bonuses or Modifiers). This number is listed in the appropriate Action Box on your Character Action Display.

Specialties

A Specialty is a collection of Lines of Experience and reflects prowess at a particular aspect of an Action. For example, Martial Arts could be a Specialty of Close Combat. Specialties are often important for overcoming Situational Modifiers.

Modifiers

A Modifier adds stones to some aspect of play, including Actions and defense. It may also add stones to the Difficulty Level or Resistance Level of an Action being attempted. Modifiers include Weapons Modifiers, Healing Factors, Defensive Modifiers and Situational Modifiers. All Modifier stones are "free"—that is, they come from the General Pool, not a character's Energy Reserve.

Defensive Modifiers

Defensive Modifiers add a number of "free" stones to the Defensive Area on your CAD.

Situational Modifiers

Situational Modifiers are stones added into play by the GamesMaster to take into account specific factors that may arise, such as the idea that it's harder to see in the dark. Situational Modifiers can help or hinder a character's Actions.

Challenges

A Challenge is a character trait that your character must roleplay. Every character must have at least one Challenge. For every Challenge a character has, she gets an additional number of Character Generation stones.

Advantage

Advantages add extra capabilities to an Action or Modifier and raise its cost in white Character Generation stones.

Disadvantage

Disadvantages are handicaps to an Action or Modifier which lower its cost in white Character Generation stones.

Difficulty Level

The Difficulty Level represents how complicated a task is. If the sum total of your Action Number, Ability Bonus and any relevant Modifiers is equal to the Difficulty Number, then you may attempt the task.

Resistance Level

The Resistance Level is the number of stones of effort needed to successfully complete an Action.

D&R Chart

The Difficulty and Resistance chart is a comparative chart listing the Difficulties and Resistances of a wide variety of Actions and examples. It provides real-world numbers like speed and weight in terms of stones. It replaces the other charts and tables found in most fantasy roleplaying games.

Lines of Experience

Or simply "Lines" for short. They represent what a character has done during game play. The average character earns between 1-3 Lines of Experience per Mission, or 1-5 Lines of Experience per Issue. A player records her character's Lines on her Character Profile Record (CPR), and when she has 10 Lines of Experience in any Action, she may be able to increase the Action Number for that Action by 1. (Not every Action lets you increase its Action Number by allocating lines to it, e.g., Shrink or Grow.)

Psionic

The power of the mind. If a power is caused by Psionics, it means that it is generated by the force of will of the character's mind. Almost any power can be psionic in nature, from a Flame Blast to Telepathy.

Area Effect

An Action that has an Area Effect applies all of its stones equally to everyone in the affected area. You determine the Area by comparing the number of stones in the Action's effect to the distances listed in the Area/Leaping row on the D&R Chart. The distance listed is the diameter of the area affected. Storm's Mastery of Weather can be an Area Effect.

PLAYING MARVEL

You are about to play a new form of roleplaying game.

It has no dice.
It has no odds or percentages.
There are only two charts.
There is no board.

When you play, you will be acting out the role of a Marvel Super Hero. In order to do this, you will be given a Character Action Display, a formatted sheet on which you will record your character's unique qualities. You will also need a number of red and white stones. (Your stones can actually be two sets of markers of any kind, as long as they are different.) You will place these stones on your CAD in your Energy Reserve. During play, you will move some or all of these stones into Action Boxes and/or your Defense Area on your CAD. After your Actions are resolved, the stones you used are removed from your CAD, although they may be regenerated.

The rest of the world in which you interact will be determined by your fellow players, and the GamesMaster. Sometimes people will play this game with miniatures and terrain, or by using maps. Often players will just picture the characters and surroundings in their heads. The GamesMaster will represent everyone else in the world, all things and all events. The GamesMaster describes the world within which you play, based on materials in this guide. The GM determines the outcome of your Actions based on what you choose to do and the number of stones involved in those Actions.

Whenever a player tells the GM what Action he or she is undertaking, that is called a Panel. Each turn of play, with every player getting to go once, is called a Page. The entire game session is called a Mission, and three Missions usually make up an Issue. Each Mission will come with a Mission Briefing that will outline some of the Objectives of the Adventure. There may be other, hidden Objectives known only to the GamesMaster.

At the end of the Adventure, you will be rewarded for the objectives you have achieved and the quality of your play, and penalized for "bad roleplaying," that is, not staying within character. (For instance, if you play Wolverine like a cowardly wimp, you probably won't be getting any dessert!)

Depending on what you do or is done to you, your character may die. When this happens, you are out of the game and must get a new character before you can play again. (Unless, in the true Marvel Comics tradition of characters like Elektra, the GamesMaster can figure out a story that lets you come back from the dead.)

SETTING UP

Playing Marvel, like playing any other RPG, is a very informal experience. Players will usually gather around a room, lounging on chairs or couches, lying on the floor or sitting at a table. The players will each need enough room in front of them to set up their Character Action Displays on a flat surface.

The GM will usually set up facing the players with a small screen separating them, so that the players can't see behind the screen. The GM usually needs more room than the players, since the GM will be responsible for all of the NPCs, the rest of the Universe and the rules.

Comfort is important, since play sessions can run from a couple of hours to a couple of days. (Aw, c'mon...you've never roleplayed all weekend long with only a few hours of sleep? Don't worry...you will!)

As for equipment, you'll need only the following:

- **A filled-in Character Action Display for each player.**
- **A number of red and white stones, or something similar, like pennies and nickels. Each player will need 3-5 white stones and 9-15 red stones, depending on Durability Number. The GM will need around 25 white and 100 red stones to play all of the Super Villains and other NPCs, as well as provide for the General Pool, so bring along any extra stones you may have.**

PLAYING CYCLE

Before the start of the game, the GamesMaster will ask all the players what their current situation is. This is the time for players to tell the GM what their characters have been doing between the last session and this one. Often, this is when players will tell GMs how they allocated their Lines of Experience. (See Lines of Experience on P. 88 & 110 for details.)

Once this is done, the GM will give the players the Mission Briefing. This may be an entirely new briefing or, if this is a continuation of an ongoing Issue or Adventure, a recap of the players' situation.

Once play begins, each Page will follow the same cycle:

1. The GamesMaster announces a new Page.
2. All players and NPCs regenerate the appropriate number of stones based upon their health, and place them into their Energy Reserve on the Character Action Display.
3. Players take turns describing the Actions they want to do during their Panels, interspersed with the GM doing the same things for NPCs, as follows:

3A. The order in which players go is determined by the GM. This could be in order of the highest Agility, order of immediate danger or just the order in which people are sitting. If there is a question as to who goes first, the character with the highest Agility Number does. Ties are considered to go at the same time, in that the results are resolved simultaneously. Before any players go, however, the GamesMaster first allocates (but doesn't reveal) all stones to relevant (opposing) NPCs.

3B. The first player describes her Action and puts the appropriate number of stones onto the appropriate Action Box. In some cases, a player may engage in more than one Action in the same Panel.

3C. That same player may then take any or all of the stones out of her Actions and re-allocate them to her defense.

3D. Then the next player describes his Actions until each player has completed steps B and C.

3E. Some character's Panels may represent longer periods of time than others, so it is possible that not every player will have a Panel on every Page. When this is the case, upon reaching the place in the order where that player would normally do her Panel, the GM will simply acknowledge that she is still involved in the previous Panel, and move on to the next player.

3F. At any time during his Panel (but only once per Mission) a player can call for a Flashback Panel, which occurs within his normal Panel. (See P. 84.)

4. The GM resolves each Action in turn by comparing the number of stones of effort to the number of stones of Resistance to the Action. Because Actions are resolved in order of Agility (where that matters), an earlier player's Actions may affect a later player's Actions. If you get knocked out or killed before you get a chance to do your Action by a player who was faster than you, then you don't actually get the chance to go.

5. The GM then describes the results to the players by telling them the story of what just happened.

6. The Page ends and the playing cycle continues.

ENDING THE PLAY SESSION

At the end of the play session, the GM records where the players have ended up. If the Mission or Issue has ended, the GM may award Lines of Experience at this time. The GM may also do this at a later date. It is recommended that Lines be awarded only at the end of a Mission or an Issue.

Lines of Experience are awarded based on the player achieving the Mission Objectives, the quality of her involvement and the quality of her roleplaying.

CHARACTER ACTION DISPLAY

Your Character Action Display details all of the information you need to represent your character in the game. On one side, your CAD sheet will list your character's Abilities: Intelligence, Strength, Agility, Speed and Durability, as well as your health and energy. It also lists any Modifiers and Special Equipment that you are carrying. (See diagram on P. 10.)

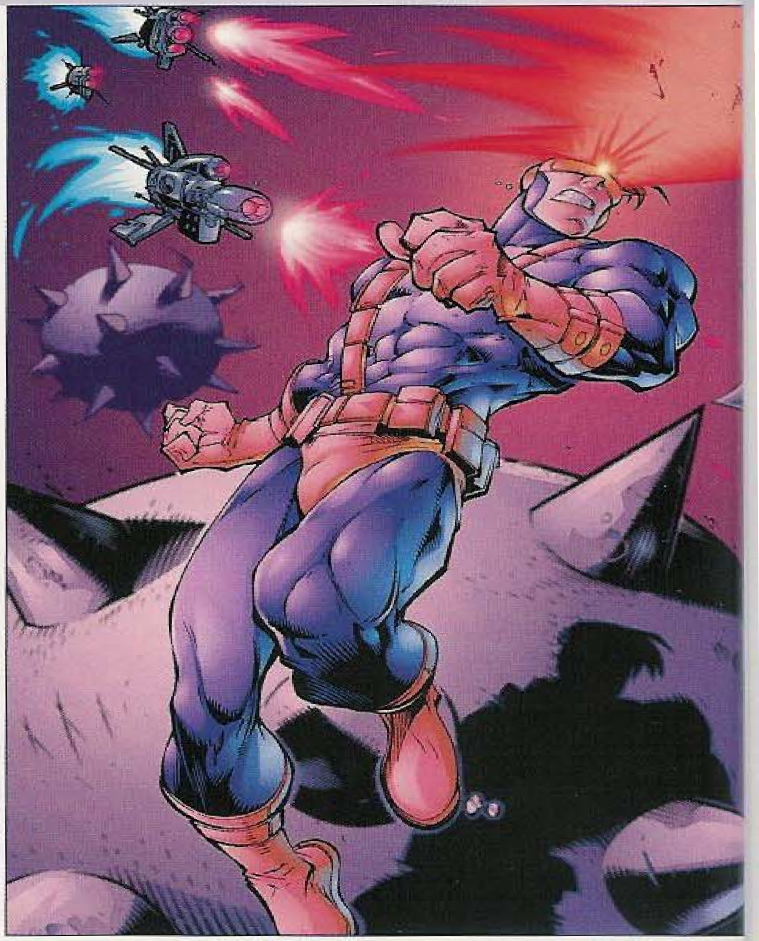
On the other side of your character sheet (the CPR, or Character Profile Record) is a list of experiences which represent things you've done or things you've learned. These experiences and lessons are represented by a concept we call Lines of Experience. In the course of an Adventure, you can expect to earn between 1 and 5 Lines of Experience to assign to your character. (See diagram on P. 10.)

ABILITIES

Your Abilities represent five basic aspects of your character: Intelligence, Strength, Agility, Speed and Durability. Or, in other words, how smart you are, how strong you are, how agile you are, how fast you run and how sturdy you are. Abilities matter in two ways:

First of all, if you are doing something that doesn't have an Action Box, then you can use the appropriate Ability as if it were an Action. So, if you were trying to figure out a trap, but didn't have a relevant Action like Thieving or Technology, you could try using your Intelligence stones to think it through. (Without a relevant Action, however, you'll probably incur a negative Situational Modifier.)

Secondly, an Ability can also be a Bonus for an appropriate Action. So, if you are performing an Action that your CAD says gets a Strength Bonus, then you can add your Strength Bonus worth of stones to that Action. These stones come from your Energy Reserve and go into your Action Box. They can then also be reallocated from your Action Box into your Defense Area. Some Actions include Ability Bonuses in their costs, some recommend you buy them for an extra cost, and some prohibit you from having an Ability Bonus.



ACTIONS

Each character has a unique combination of different Actions that represent what you can do during play. You begin an Action by placing a number of red stones in the appropriate Action Box on the CAD, then describing what your character plans to do. The number of stones involved determines the outcome of an Action. Simply put, if you assign more stones to the Action than it requires, you succeed. If you have less, you fail, but you may be allowed to continue until you succeed.

The resolution of all Actions in Marvel follows that simple formula: If you have enough stones, you succeed.

The number of red stones you may place in the Action Box is determined by combining your Action Number with any applicable Abilities or Modifiers. The total represents how much energy you are willing and able to put into accomplishing your Action.

Some characters will have more Actions than others. Some Actions will be more powerful than others. Each Action Box will have the name of an Action on it, along with a number. This Action name might be very general, such as Close Combat, Ranged Combat or Operation of Vehicles. The Action name might be very specific, such as Optic Beam or Telepathy. Some Actions represent super powers, some represent special skills, while some represent other things. In each instance, though, the Action only represents the rough category of the Action. It is up to you, the player, to describe fully what you are doing. You may even attempt Actions for which you do not have an area. In that case, you will use your Abilities

(Intelligence, Strength, etc.) as if they were the Action, with your Ability Number standing in for your Action Number, and the GamesMaster will assess that Action. For these types of Actions, you may put your stones anywhere you wish, although an empty Action Box on your Character Action Display would be best.

If you were playing Cyclops, you might put stones on your Optic Beam Action Box and say, "I shoot at Blob with my Optic Beam," or "I try to burn a hole through the wall with my Optic Beam," or "I shoot at all three enemy helicopters with my Optic Beam." If you were playing Wolverine, you might say, "I jump into the middle of that group of soldiers and tear them apart with my Adamantium claws," after placing stones in your Close Combat Action Box.

Although the number of stones you place into the Action Box must be exact, your description can be as vague or as specific as you wish. Please note that the GamesMaster will act accordingly, so that the more specific and appropriate your description, the more detail the GamesMaster has to work with in describing what happens and the more likely you are to succeed at what you're doing. (You wouldn't want to forget an important detail, like for instance, "I am especially careful to avoid the poisonous spines.") But it is quite enough to say, "I attack him using Close Combat," or "I attack both of them while also watching my back." You do not have to say, "I jump into the air, spin around twice, and execute a Drunken Dragon kick at his sternum while using my left hand to administer a Serpent Strike at the other one's eyes while keeping my right hand in reserve in Sleeping Mongoose Position." You may, of course, get as descriptive as you wish; we believe that the more descriptive the play, the more enjoyable. But for Action resolution purposes, the basic description is fine.

If you try and do something using an Action that is not appropriate, the GamesMaster will take that into account. For instance, if you say, "I fly up in the air using my Close Combat," the GamesMaster is likely to point out that no matter how much effort you put into the attempt, you fail. Remember that these are Actions that the character you are playing can do and has done. If you are unsure about what you can do, check out the section of this guide that explains the various types of Actions.

COMBAT

Since this is, after all, a Super Hero game, one of the most frequent types of Actions your character will be engaged in is combat. Combat is when one character attacks another character using an Action.

Combat is broken into two categories: Close Combat and Ranged Combat. Close Combat is any kind of combat where the characters involved are within a few feet of each other, regardless of whether they are using their hands, a knife or a gun. Ranged Combat is any kind of combat that happens when the participants are more than a few feet away from each other, or when using a Ranged Weapon like a gun at any range (even within a few feet). Ranged Combat can only be done with a weapon that can travel the distance between the participants. Both Close Combat and Ranged Combat get their own Action Boxes and can receive Ability Bonuses and Weapons Modifiers.

Many players have super powers that function as Ranged Energy Attacks. These attacks can occur as either Close Combat or Ranged Combat, using the particular power's Action Box. (You do not use your Close Combat or Ranged Combat Action Boxes when using your super power.)

Attacks can either be Direct Attacks or Area Attacks. In a Direct Attack, the attack stones are directed at one or more specific targets and allocated precisely at each target. If it were a Close Combat attack with 6 stones, you could direct all 6 stones at one opponent, or 2 stones at each of 3 opponents, or 3 stones at one opponent and 3 stones at a different opponent, etc. Direct Attacks tend to be less powerful but more precise than Area Attacks.

An Area Attack means that every person in the target area is hit by all of the stones of the Action. So an 8-stone hurricane (an Area Attack that the X-Man Storm can do as part of her Mastery of Weather) would hit everyone in the area with 8 stones. Area Attacks tend to be more powerful but less precise than Direct Attacks. They also cost more to buy when creating your character.

Finally, combat may also involve vehicles like cars, tanks or airplanes. These attacks still break down into the same categories as mentioned above: Close Combat or Ranged Combat, Direct Attacks or Area Attacks.

DEFENSE

Depending upon your situation, you may decide that it is wise to place some of your stones into defense. On every Character Action Display is a Defense Area. A player may put into her Defense as many stones as she chooses out of the stones she has allotted into her Action Box or directly from an Ability. (The source of the stones provides flavoring to the defense, but all stones count the same.) There may also be one or more Defensive Modifiers. Defensive Modifiers add additional stones for free (from the General Pool) to your Defense Area. Modifiers include Kevlar Body Armor, Toughness and Reflexive Dodge.

The total of these stones is referred to as a player's defensive stones.

STONES AND RESOLVING ACTIONS

Stones come in two colors: white for health and red for energy. You receive the same number of white stones of health as your Durability Number. For every 1 white stone of health you have, you also get 3 red stones of energy (unless you are using the Special Intelligence Energy Rule on P. 41, in which case you get 2 red stones for every stone of Intelligence you have). You place your red stones into your Energy Reserve, the area on your CAD marked "Energy."

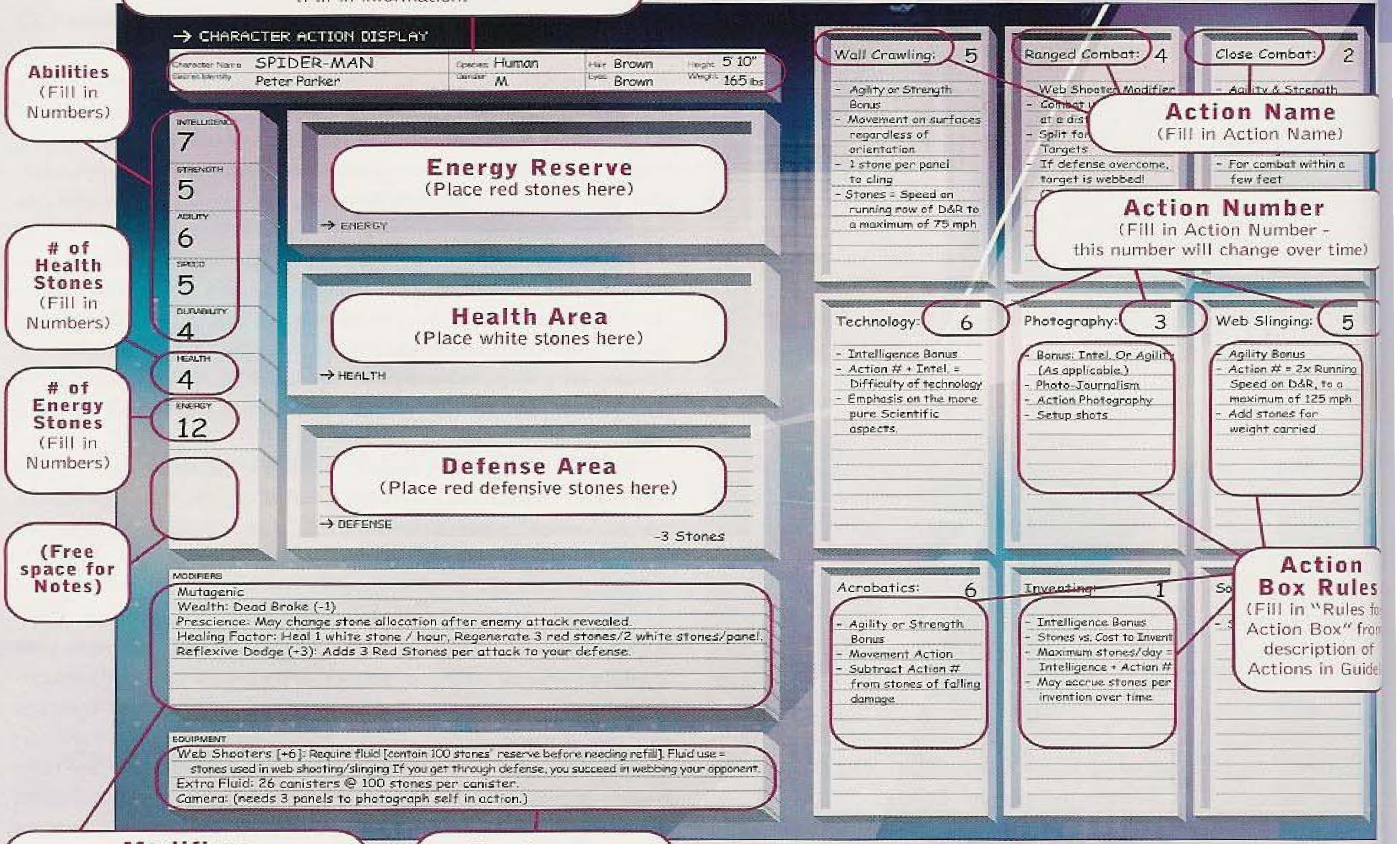
Red stones power Actions. You may put as many red stones on an Action as the Action number printed in the area. Additionally, you may add red stones into your Action for all relevant Ability Bonuses and Modifiers. So, if your Action says you get an Intelligence Bonus, you may add as many stones as you have in your Intelligence. Or if you are using a device or a weapon, then you may add the Weapon Modifier.

Stones for Actions and Ability Bonuses come from your Energy Reserve. Stones for Modifiers always come out of the General Pool.

To summarize, white stones of health generate red stones of energy, and red stones are used to determine the outcome of an Action. Simply put, if you have as many or more stones as the Action requires, you succeed. If you have fewer, you may need

Character Action Display

(shown much smaller than actual size)



Name/Description Area
(Fill in information)

→ CHARACTER ACTION DISPLAY

Character Name SPIDER-MAN	Species Human	Hair Brown	Height 5' 10"
Secret Identity Peter Parker	Gender M	Eyes Brown	Weight 165 lbs

Abilities
(Fill in Numbers)

INTELLIGENCE 7
STRENGTH 5
AGILITY 6
SPEED 5
DURABILITY 4

# of Health Stones
(Fill in Numbers)

HEALTH 4

# of Energy Stones
(Fill in Numbers)

ENERGY 12

(Free space for Notes)

Energy Reserve
(Place red stones here)

→ ENERGY

Health Area
(Place white stones here)

→ HEALTH

Defense Area
(Place red defensive stones here)

→ DEFENSE

-3 Stones

MODIFIERS
Mutagenic
Wealth: Dead Broke (-1)
Prescience: May change stone allocation after enemy attack revealed.
Healing Factor: Heal 1 white stone / hour, Regenerate 3 red stones/2 white stones/panel.
Reflexive Dodge (+3): Adds 3 Red Stones per attack to your defense.

EQUIPMENT
Web Shooters [+6]: Require fluid [contain 100 stones' reserve before needing refill]. Fluid use = stones used in web shooting/slinging If you get through defense, you succeed in webbing your opponent.
Extra Fluid: 26 canisters @ 100 stones per canister.
Camera: (needs 3 panels to photograph self in action.)

Wall Crawling: 5
- Agility or Strength Bonus
- Movement on surfaces regardless of orientation
- 1 stone per panel to cling
- Stones = Speed on running row of D&R to a maximum of 75 mph

Ranged Combat: 4
Web Shooter Modifier
- Combat u
at a dist
- Split fo
Targets
- If defense overcome, target is webbed!

Close Combat: 2
- Agility & Strength
- For combat within a few feet

Action Name
(Fill in Action Name)

Action Number
(Fill in Action Number - this number will change over time)

Technology: 6
- Intelligence Bonus
- Action # + Intel. = Difficulty of technology
- Emphasis on the more pure Scientific aspects.

Photography: 3
- Bonus: Intel. Or Agility (As applicable.)
- Photo-Journalism
- Action Photography
- Setup shots

Web Slinging: 5
- Agility Bonus
- Action # = 2x Running Speed on D&R, to a maximum of 125 mph
- Add stones for weight carried

Acrobatics: 6
- Agility or Strength Bonus
- Movement Action
- Subtract Action # from stones of falling damage

~~Inventing:~~ 1
- Intelligence Bonus
- Stones vs. Cost to Invent
- Maximum stones/day = Intelligence + Action #
- May accrue stones per invention over time

So

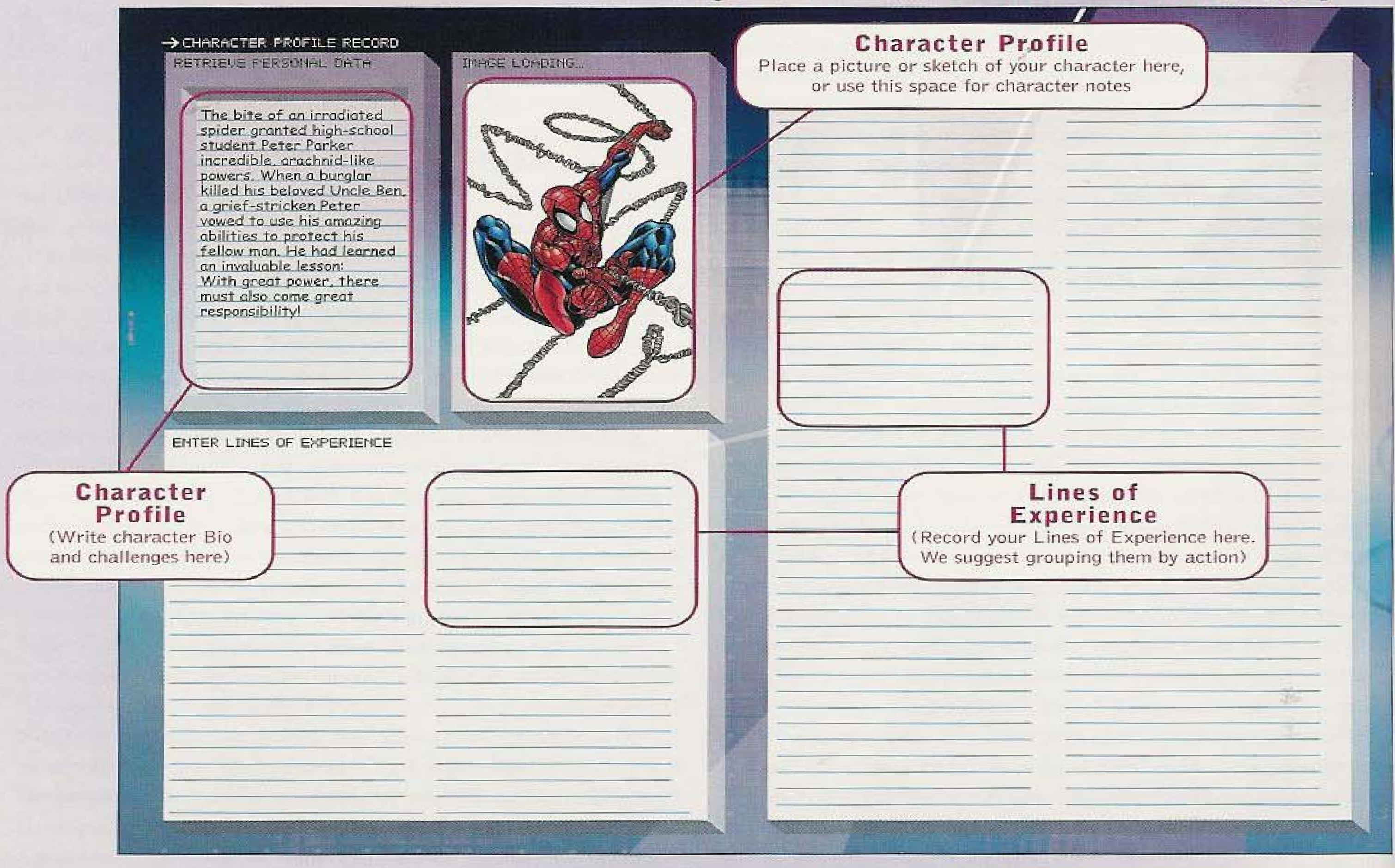
Action Box Rules
(Fill in "Rules fo
Action Box" from
description of
Actions in Guide

Modifiers
(Fill in "Rules for Modifier" from description of Modifiers in Guide)

Equipment
(List Equipment and relevant values here)

Character Profile Record

(shown much smaller than actual size)



→ CHARACTER PROFILE RECORD
RETRIEVE PERSONAL DATA

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

IMAGE LOADING...

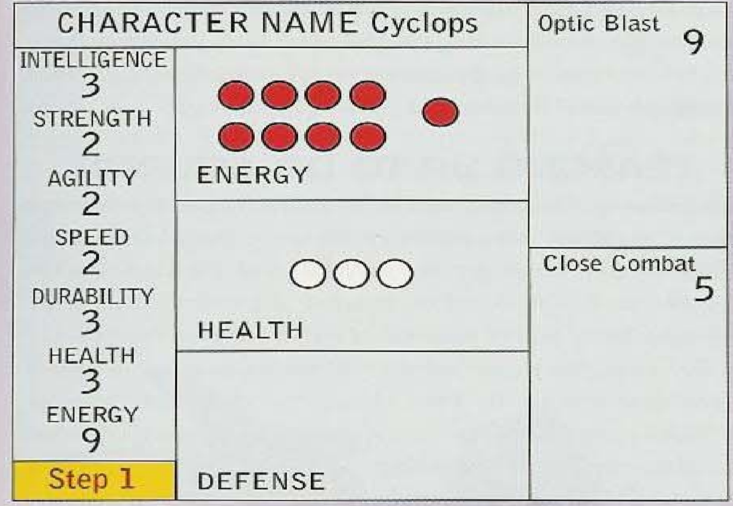
Character Profile
Place a picture or sketch of your character here, or use this space for character notes

ENTER LINES OF EXPERIENCE

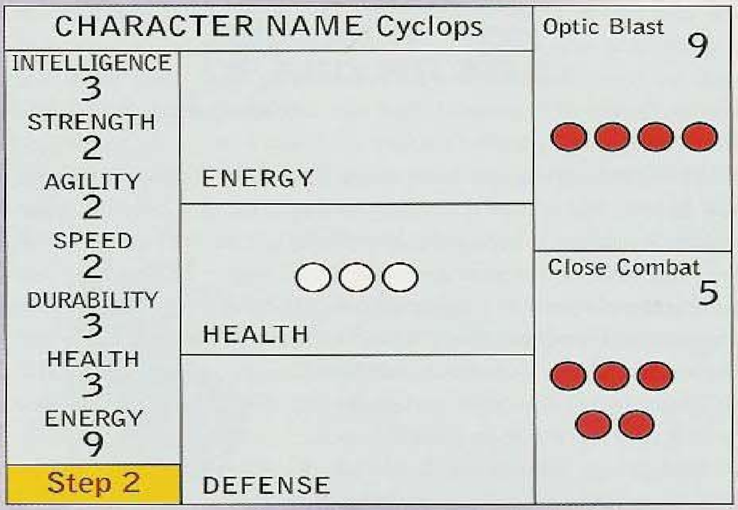
Character Profile
(Write character Bio and challenges here)

Lines of Experience
(Record your Lines of Experience here. We suggest grouping them by action)

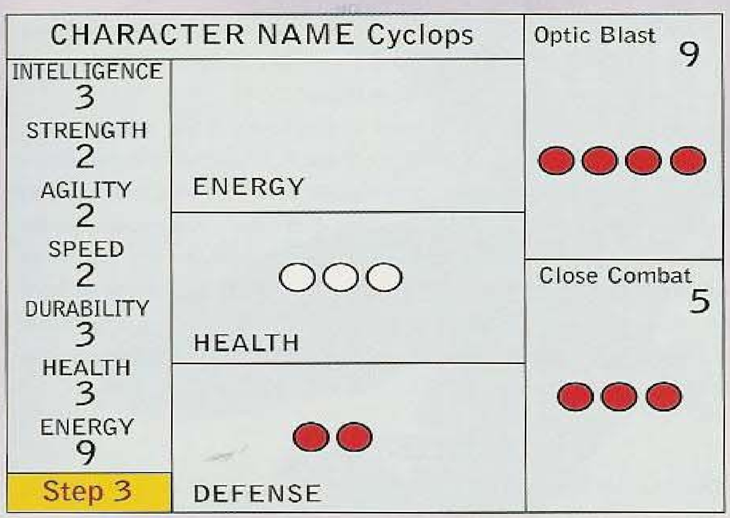
An Example of Allocating Stones into Actions and Defense During a Panel


CHARACTER NAME Cyclops
Optic Blast 9
INTELLIGENCE 3
STRENGTH 2
AGILITY 2
SPEED 2
DURABILITY 3
HEALTH 3
ENERGY 9
ENERGY
HEALTH
Close Combat 5
DEFENSE
Step 1

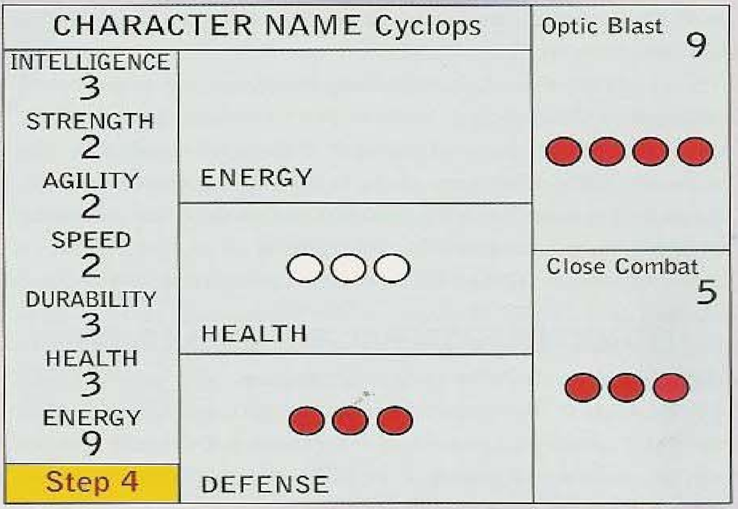
1. Start of Panel. Cyclops has 9 red stones in his Energy Reserve and 3 white stones of health.


CHARACTER NAME Cyclops
Optic Blast 9
INTELLIGENCE 3
STRENGTH 2
AGILITY 2
SPEED 2
DURABILITY 3
HEALTH 3
ENERGY 9
ENERGY
HEALTH
Close Combat 5
DEFENSE
Step 2

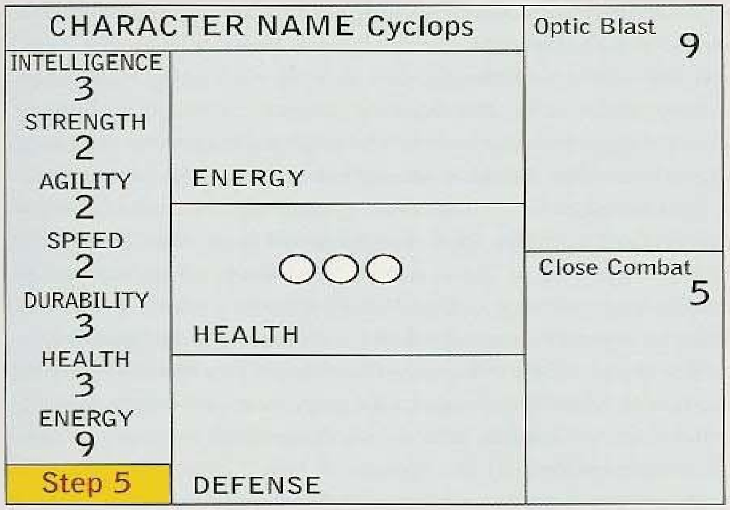
2. Cyclops puts 4 red stones in his Optic Blast and 5 into his Close Combat.


CHARACTER NAME Cyclops
Optic Blast 9
INTELLIGENCE 3
STRENGTH 2
AGILITY 2
SPEED 2
DURABILITY 3
HEALTH 3
ENERGY 9
ENERGY
HEALTH
Close Combat 5
DEFENSE
Step 3

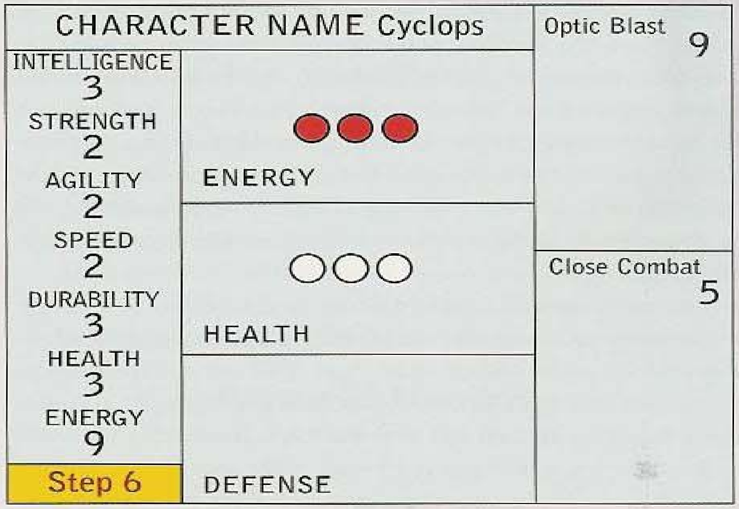
3. Cyclops shifts 2 red stones from his Close Combat into his Defense Area.


CHARACTER NAME Cyclops
Optic Blast 9
INTELLIGENCE 3
STRENGTH 2
AGILITY 2
SPEED 2
DURABILITY 3
HEALTH 3
ENERGY 9
ENERGY
HEALTH
Close Combat 5
DEFENSE
Step 4

4. Cyclops adds 1 red stone from the General Pool for his +1 Kevlar Defensive Modifier.


CHARACTER NAME Cyclops
Optic Blast 9
INTELLIGENCE 3
STRENGTH 2
AGILITY 2
SPEED 2
DURABILITY 3
HEALTH 3
ENERGY 9
ENERGY
HEALTH
Close Combat 5
DEFENSE
Step 5

5. All allocated stones are used up in attacks & defense.


CHARACTER NAME Cyclops
Optic Blast 9
INTELLIGENCE 3
STRENGTH 2
AGILITY 2
SPEED 2
DURABILITY 3
HEALTH 3
ENERGY 9
ENERGY
HEALTH
Close Combat 5
DEFENSE
Step 6

6. Next Panel, Cyclops regenerates 3 red stones, one for each white stone.

to repeat the Action. The amount of stones you need to succeed is determined by the concept of Difficulty and Resistance.

DIFFICULTY AND RESISTANCE

The concept of Difficulty and Resistance is at the heart of the Marvel Universe Roleplaying Game. In essence, it says you have to have the skill to do something, and also have the energy to do it. (You will find the Difficulty and Resistance Chart on P. 80-81 of this Guide.)

Difficulty represents how complicated an Action is. Flying a jet fighter has a higher Difficulty than riding a bicycle. Your Action Number is equivalent to the highest Difficulty Level you can successfully accomplish. You may also add your Ability Bonus and any appropriate Modifiers to your Action Number to overcome the Difficulty Level. If the total of your Action Number and your Ability Bonus is less than the Difficulty Level of what you are trying to do, then you cannot do it. It means you're not skilled enough, or smart enough, etc.

Resistance represents how much effort it takes to do something. When you are putting stones into an Action, you are actually using your stones of effort to overcome the Resistance of that Action. If there is no specific Resistance mentioned, the Resistance of an Action is equal to the Difficulty Level. Sometimes resistance is higher than Difficulty, and sometimes the reverse is true.

Some Actions, such as smashing down a door, require you to overcome the Resistance once. For those kinds of Actions, you may spend more than one Panel to overcome the Resistance. Other Actions, such as flying the Space Shuttle, require you to overcome the Resistance during each and every Panel that you are engaged in that Action.

To summarize, Difficulty Levels are compared with Action Numbers and Ability Bonuses, while Resistances can (in most cases) be slowly overcome by stones played, maybe over several Panels and / or by several characters.

For instance, say you are trying to open a safe using your Thieving Action. A normal safe may have a Difficulty of 4 to open, as well as a Resistance of 8. Thieving also includes an Agility Bonus. So, if the total of your Thieving Action Number and your Agility Bonus was only 3, you wouldn't have enough skill, as represented by the Difficulty Level, to open it, no matter how many times you tried. But if the total of your Thieving Action Number and Agility Bonus was 4, then you would have the skill to open the safe, but you would not succeed in actually opening it until you had directed 8 stones against it. So, if your Thieving Action had a 4 on it, and you put that many stones into the Action, it would take you 2 Panels before the safe was open. Also remember that you can add in Modifiers to help you overcome Difficulty and Resistance. A good set of safecracking tools would make opening that safe a little easier.

GamesMasters will find Difficulty and Resistance numbers in the scenario description if playing a pre-made Adventure (this safe would be described as "Safe: Difficulty: 4, Resistance: 8"), or they can make up their own numbers by looking at the List of Equipment on P. 125 or at the D&R chart.

But players won't always know what the Difficulty and Resistance of a problem is. This is just like life. You can look at the D&R chart and take a guess, based on what you find on the chart. But things are not always what they seem in the Marvel Universe. Just because the D&R chart says it takes 3 stones to kick in a door, that doesn't mean that the door you're about to kick in will take 3 stones. That's up to the GamesMaster.

The D&R chart on P. 80-81 lists a wide variety of Activities and Abilities. The Difficulty Number of the Activity runs across the top of the chart, while the type of Activity runs down the left side. By cross-indexing the Difficulty with the Activity, you will find the resulting Resistance or appropriate value, as well as examples and benchmarks.

TEAMING UP TO DO ACTIONS

Sometimes putting two heads or strong backs together can solve a problem that neither could solve alone. The rule of thumb is that it takes two characters of the same Ability Number or Action Number to solve a problem that is one Difficulty Level higher than either could solve on their own.

For example, if you want to lift something that weighs 4 stones (one ton on the D&R chart), two characters who can each lift 3 stones (1,000 lbs.) could do the job together. Likewise, two characters with Technology levels of 6 could operate a machine with a Difficulty level of 7.

And the effects are cumulative. Four characters with Strengths of 5 could lift as much as a character with a Strength of 7 can lift.

The GM has to use common sense here. Sometimes you obviously can't combine efforts. Two players with a Speed of 4 can't combine efforts to run at a Speed of 5.

Let's look at the example of trying to fly a Shi'ar spaceship (Difficulty: 7, Resistance: 60 per Panel). This would require a total output of 60 stones per Panel and a minimum Action Number of 7 in Technology or Vehicle Operation to be successful. So, in order to operate that spaceship, you will probably need many characters working together, with at least one of them having the required Action Number to overcome the Difficulty, and all of them putting in stones to overcome the Resistance each panel.

DAMAGE

When you're in Combat, the Resistance you are usually trying to overcome is your opponent's defensive stones. If the number of attacking stones is greater than the number of defending stones, the surplus is then considered to have hit, and may do damage to the opponent.

Each and every attack is compared to the target's defensive stones. If a character is attacked three times in a single Page, then his defensive stones count against each attack. Only the number of stones greater than the defensive stones get through to do damage. In other words, damage is the number of stones that remain after defenses are subtracted from the attack.

All damage is then added up (and doubled or tripled, if appropriate) and the total is subtracted from the character's health at the end of the Combat. For every 1-3 red stones of damage from all attacks that Panel, remove 1 white stone. For example, if your character takes 1 red stone of damage, remove 1 white stone of health from her health area on the CAD. If you take two or three red stones of damage, you still only remove 1 white stone of health. But if you took four red stones, you would remove two white stones.

Any time that the red stones of damage exceed the number of white stones in a character's health, that character may choose to be knocked unconscious rather than actually lose those stones as damage. Players make this decision for themselves; the GamesMaster will make this decision for NPCs. So, if you have 3 white stones of health, and an attack does 4 red stones of damage, you may choose to be knocked out rather than be reduced to 1 white stone of health. You are knocked out for 2 Panels per red stone of damage you would have taken.

If at any time your last white stone is removed, you will get 2 red stones in its place. You are automatically stunned (which means you can't do anything) for a Panel and are pretty groggy afterward. Once your character has fallen below 1 white stone, you can't regenerate energy until you've regained at least 1 white stone's worth of health. If you lose one of those 2 red stones, you are now in a coma and can no longer do anything. And if you lose the last red stone, you are dead.

Sometimes, a situation will specify the kind of damage that has been done to a character—for example, if a character is burned in a fire, or if a heavy object lands on him and breaks a bone. Then there are alien viruses, plagues released by evil Super Villains and poison or toxic gas. In these instances, a character may end up being impaired for a particular length of time unless she is healed.

Some attacks specifically target an opponent's Abilities, such as Intelligence or Durability. In these attacks, appropriate Defensive Modifiers (Mental Defense, Energy Defense, Magic Defense, etc.) are added to the targeted Ability Number's worth of stones. Damage is considered to be all stones above that total. The target gets his full Ability Number as defense, regardless of the current state of his Energy Reserve. The effects of any damage are specific to the type of attack. For instance, successful Telepathy takes over the target's mind; a successful Sonic Blast knocks out its targets for a period of time. Also, some attacks are designated as Stun Attacks. Unless otherwise specified, Stun Attacks remove damage from red stones in the target's Energy Reserve or current Actions, instead of any white stones of health.

REGENERATION OF RED STONES

Red stones regenerate into your Energy Reserve at the beginning of a new Page. One red stone will regenerate at the end of every Panel for each white stone of health that you have (unless your character is using the Special Intelligence Energy Rule on P. 41) up to a maximum total of 3 red stones per white stone of health. So, if you have 3 white stones of health, you could regenerate 3 red stones per Panel up to a total of 9 red stones.

Some characters have healing factors which also allow them to regenerate their red stones at a faster than normal rate. If a character has no white stones of health, she may not regenerate any red stones of energy.

Normally you can never have more red stones in your Energy Reserve than would be generated by your health (or Intelligence as per special rule) unless you have a specific power that lets you do so. If for any reason you do have more (for instance, if you touch a supernatural energy storage/ transfer device by accident), these extra stones will be lost at a rate of 1 red stone per Panel until the extra stones are gone.

Healers can also regenerate red stones for other characters.

HEALING OF WHITE STONES

White stones do not heal during the Mission unless your character is treated by a character with medical skills, or if he has a healing factor like Wolverine or Spider-Man, which lets him heal white stones at a faster than normal rate.

There are three ways players without healing-related super powers can treat the damage their characters have sustained:

1. **Natural Healing:** Characters that aren't fatally wounded will eventually recover over time. This is a slow process, but one which doesn't require the involvement of other characters, nor the addition of any stones.
2. **Medical Healing:** This involves the use of the Medical Healing Action, sometimes aided by equipment, usually by someone other than the injured character, who spends stones in the appropriate Action to cause the healing.
3. **Mutant/Magical Healing:** This will involve Healing Actions of some sort, often in conjunction with energy or a magical spell, usually by someone other than the character (though not always) who has to spend stones in the appropriate Action to cause the healing to occur.

Natural Healing

Without Medical aid, it would take the following time periods to heal naturally:

- First red stone after 12 hours
- First white stone after 24 hours
- Each white stone after that takes 24 hours

Characters at their last red stone of health can't heal naturally.

Some damage takes longer than others to heal, and the character's Actions will be impaired during that time. The GM will apply a Situational Modifier based on damage that is more than just bruising or bleeding. (See Situational Modifier's List).

• Impaired (Drunk, drugged, no sleep)	up to 1 day
• Broken bones	6 weeks
• Sprains	3 days
• Burns	4 to 8 weeks
• Serous internal injury	4 to 8 weeks
• Poisoning	3 to 7 days
• Illness	2 weeks
• Disease	Varies
• Common cold	2 weeks

Medical or Mutant/Magical Healing

Using the Medical or Mutant/Magical Healing Action, a healer can:

- Heal or regenerate his Action Number of red stones per Panel. It costs the healer 1 red stone to heal 1 red stone.
- Heal his Action Number of white stones per day. (He will have to keep track of this.)

In treating a character who is down to her last red stone of health, a healer could heal 2 red stones for her, bringing her up to 1 white stone, and then heal as many additional white stones as the healer had energy for, up to the wounded character's normal health level.

For playing purposes, the only difference between Medical Healing and Mutant/Magical Healing is that sometimes a Medical Healer won't have access to the equipment he needs to do anything other than first aid (healing those last couple of red stones of health to stave off death and allow the character to begin regenerating) or energy stimulants (restoring red stones of energy), whereas a Mutant/Magical Healer usually has whatever she needs with her.

The GamesMaster may also determine (as part of the storyline) that a particular injury cannot be healed through the "normal" Medical or Mutant/Magical methods. It may be an incurable disease or something magical, supernatural or alien. In these instances, the GM may specify requirements for healing, such as a trip to an alternate plane of existence to get the aid of a demon, or the intercession of a god, or to retrieve elements of an antidote only available in another galaxy.

Healing Factors

Some characters also have better than normal healing factors, which means that they heal faster. A character with a Healing Factor (like Spider-Man) can heal 1 of his white stones every hour, while a character with an Accelerated Healing Factor (like Wolverine) can heal 1 of his white stones every 2 Panels. Either type of Healing Factor can also regenerate 3 red stones for 2 white stones at the end of each Panel.

ROLEPLAYING A SUPER HERO CHARACTER

What kind of Super Hero do you want to be? Do you want to fly? Do you want to shoot powerful energy beams from your eyes or swing from building to building on spider webs? In this game, you can be just about anyone in the Marvel Universe: humans, superhumans, mutants, gods, aliens. But, just because you can be anyone doesn't mean that there aren't rules. Otherwise, it wouldn't be the Marvel Universe, now would it?

You see, since the early days at Marvel the powers that be have had some special rules that make the Marvel Universe unique among all other comic or fantasy universes. The most important "rule" is that Marvel Super Heroes are "real." They don't just get to put on the spandex and fly around having fun. Their powers come with a price.

For instance, let's say you want to be the coolest, smartest kid in school—able to climb walls, lift buses, and swing from building to building. Sure thing, Peter Parker...only "with great power there must also come great responsibility." You have to keep your identity a secret, because to the rest of the world Spider-Man is a criminal. You have to protect the people you care about or they could end up dead, like your Uncle Ben.

Or maybe you want to be impervious to damage, able to fly and beautiful? Okay, Rogue, but you can never touch another person without draining his life force and stealing his memories. No kissing, no warmth of simple human contact. And that loneliness rips you up inside, especially when you fall in love.

Get it? When Marvel creates a character, they give him or her (and sometimes it) flaws, feelings and real human problems to go along with their super powers. And you'll have to do the same when you create your own character. Otherwise, it just wouldn't be Marvel.

In Marvel Comics, every Super Hero has an origin. There was that kid who was bitten by a radioactive spider; the group of four astronauts who were bombarded by cosmic rays and the scientist who was caught in a blast of gamma radiation. Then there are all those kids who just wake up one day during puberty to discover that they're mutants, and that the whole world fears and hates them.

Origin stories are very important in the comic books, and they are very important to roleplaying your character. But they're not actually the start of the process. See, even when Marvel was creating Spider-Man, the Fantastic Four or the Incredible Hulk, they didn't start out with the origin story. They started out with the Super Hero. "What if there was a brilliant scientist trapped in the body of a mindless, raging monster?" "What would a blind Super Hero be like?" "What if the Norse God of Thunder were real?" And that's where we start out, too.

The place you start creating your character is by describing what you want your Super Hero to be like. You can look at the profiles of Marvel Super Heroes on P. 16-36 for ideas, or if you want to play one of your favorite existing heroes. You can look at the Examples of Actions section on P. 42-67 for a list of super powers. And you can look at the Origin section on P. 73 for a list of ways your character could have gotten his powers. But the first thing you have to do is figure out what kind of Super Hero you want to be.

Playing an Existing Marvel Super Hero Character

If you want to play an existing Marvel Super Hero, pick a character from the profiles section and copy her information onto your CAD. You should look up her Actions in the Actions section of this guide and copy down the "Rules for Action Box" for each Action and Modifier your character has.

There are 42 character profiles in this guide, and we'll be publishing many more of your favorite characters in the months ahead. If you want to play a character that's not included in this guide, you can recreate him from the Actions provided in the section for Creating your own character. (In that case, don't feel limited to the 40-stone limit. Just work with the GamesMaster to make an accurate representation of the hero you want to play.)

What does it mean to roleplay an existing character? It means you have to play the character the way he should be played. If you play Wolverine, you must be fearless. If you play Captain America, you must be upright. If you play the Punisher, you must be merciless. That's what roleplaying is all about.

In the Super Heroes and Super Villains Profiles you'll find brief descriptions of what each character is like. It's impossible to sum up decades of comic books in the space we have, but you'll get a sense of how you should play her. Also, keep in mind that these characters have changed a lot over the years. We've provided an idealized version of each. Feel free to modify the characters where necessary to reflect particular periods in their lives (i.e., Wolverine without his Adamantium, or Jean Grey as the Phoenix, etc.).

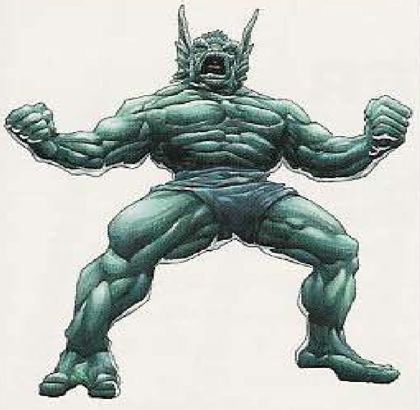
There are certain characters that provide a more challenging roleplaying experience than others. For instance, if you choose to play the Hulk, then you have to embrace both sides of that character: the brilliant Bruce Banner, who dreads turning into a mindless beast, and the Hulk, who is incredibly powerful but often out of control. It is your job to play the Hulk as the writers have written him. Speak in monosyllables. Smash things. Ignore your teammates' instructions and do stupid things. But at the same point, feel free to play Hulk as the Super Hero he is. After all, there is a difference between a mindless, rampaging beast and the Hulk. In the comics, enraged as he may become, the Hulk finds a way to do what's right, while still being a stupid, powerful monster. And the better you roleplay, the more Lines your GM will give you.

The Hulk isn't the only challenging character to play. Green Goblin, Venom and Bullseye are all downright crazy characters who can require a level of insanity to play. If you decide to play an insane criminal, then play it to the hilt. Cackle and do crazy things. Double-cross your allies. Put the Mission at risk. Endanger the innocent. Pursue your enemies beyond all safety and reason.

Above all, remember, when you roleplay an existing character, it's up to you to bring that character to life. (If you don't, the GM will certainly have something to say about it!)

The Super Hero and Super Villain Profiles begin on the next page.

ABOMINATION



Emil Blonsky

Height: **6'8"**
Weight: **980 lbs.**
Eye Color: **Green**
Hair Color: **Bald**
Species: **Mutagenic**

ABILITIES

Intelligence: 2
Strength: 10
Agility: 1
Speed: 1
Durability: 6

⑥ ⑱

ACTIONS

Close Combat: 3
(Strength Bonus or Weapon Modifier)
- Hand-to-Hand
- Smashing

Black Ops: 4
- Sabotage
- Covert Operations
- Infiltration
- Lying

Vehicles: 5
- Light Vehicles
- Heavy Vehicles
- Military Vehicles
- Starship Ops

Technology: 5
(Intelligence Bonus)

Social Skills: 3
- Spy Culture
- US Defense Dept. Culture
- Pirate

MODIFIERS

Appearance: Non-human, Green Skin, 2 toes on each foot, webbed ears, ridged brow, melted-looking skin.

Toughness: (+6)
Accelerated Healing Factor
Wealth: (-1)

EQUIPMENT

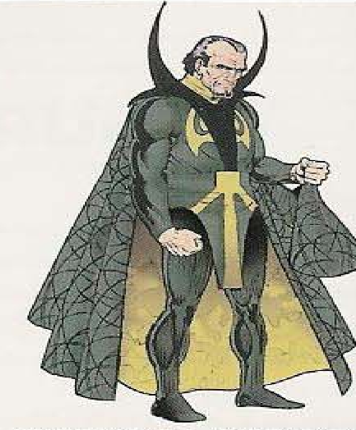
None

DESCRIPTION

Emil Blonsky was a foreign spy who infiltrated the Air Force base where Dr. Bruce Banner was conducting Gamma Ray experiments. In an attempt to rid himself of his dangerous enemy, the Incredible Hulk, Blonsky mistakenly activated a machine which subjected him to a higher dose of radiation than the one which had created the Hulk in the first place. Blonsky was transformed into the hideous, green-skinned monster named the Abomination.

After his defeat by Banner, the Abomination was taken to a distant planet by a cosmic being known as the Stranger. Eventually he escaped and returned to Earth. He's aligned himself with the Leader, Modok and Tyrannus. He has fought the Hulk on many occasions, always resulting in defeat. Blaming Banner for destroying his life and marriage, the Abomination poisoned Betty Ross, Banner's wife. The resulting fight with the Hulk ended with the Abomination's capture by the military.

The Abomination possesses strength, power and endurance comparable to the Incredible Hulk, though unlike Hulk he seems to have an upper limit to his power no matter how angry he gets. Also unlike the Hulk, he kept his intelligence and can't revert to his human form. And, while Blonsky was never as smart as Banner, he is vastly smarter than the Hulk, which makes him a dangerous opponent. Abomination's prime motivation is his hatred for Banner, although he is also easily duped into working for super villains.



BARON MORD

Karl Mordo

Height: **6'0"**
Weight: **250 lbs.**
Eye Color: **Brown**
Hair Color: **Gray**
Species: **Human**

ABILITIES

Intelligence: 6
Strength: 1
Agility: 1
Speed: 1
Durability: 2

② ⑫(i)

ACTIONS

Mastery of Magic: 3
(Intelligence Bonus)
- Accumulate Energy
- Increase Action Modifier

Sorcery: 6
(Intelligence Bonus)

Summoning: 4
(Intelligence Bonus)
- Bands of Cyttorak: Binding Spell Difficulty = Action # to break, Resistance = 3x Action # to escape.
- Satannish, Tiboro can be Summoned to increase effect of evil magic by x3
- Various Other Beings

Telepathy/Mesmerism
- Project Thoughts/Illusions

Magical Travel: 9
- Teleportation
- Astral Travel
- Dimension Walking
- Interdimensional Navigatio

Close Combat: 3
(Intelligence Bonus)
- Martial Arts
- Fencing
- Hand-to-Hand

Social Skills: 3
- Transylvanian Nobility
- Tibetan Rituals
- Extradimensional Politics

MODIFIERS

Magical Defense: (+6)

Wealth: (3)
Energy Defense: (+4)

EQUIPMENT

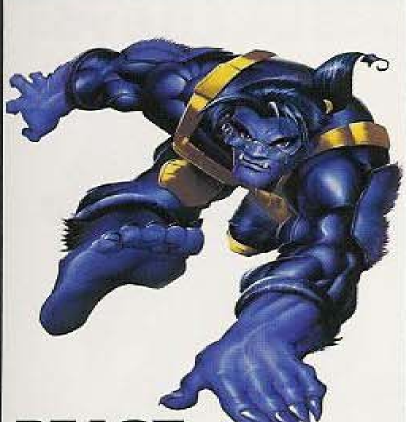
None

DESCRIPTION

Karl Amadeus Mordo traveled to Tibet, seeking out the Ancient One to receive training in the mystic arts. The Ancient One saw that he possessed the ability to become a great sorcerer and accepted him as a disciple even thoug he sensed that Mordo desired power more than wisdom c enlightenment. Mordo was plotting even then to kill the Ancient One and take his powers. Mordo's plan was foile by a visitor to the Ancient One's palace, Dr. Stephen Stran Even though Mordo used sorcery to prevent Strange from warning the Ancient One, he couldn't stop him from becoming a fellow disciple. Mordo's rivalry with Strange escalated over the years, with Mordo defeated time after time. Dr. Strange eventually became Earth's Sorcerer Supreme, a position that Mordo believes should be his.

Baron Mordo is one of the world's most powerful sorcerers. He can mesmerize and project his thoughts into any other mind on Earth. He can throw magical energy bo He's able to create magical barriers effective against physic energy and magical attacks. He's mastered astral projectio and can teleport himself to locations in this and other dimensions. He has also magically traveled through time.

Mordo frequently uses dark magic. He has often allied himself with powerful beings and demons like the Dread Dormammu in his bid for personal gain. Mordo's prime motivation is his lust for power, his egomania, and his hat for his archenemy, Dr. Strange.



BEAST

Hank McCoy

Height: **5'11"**
Weight: **400 lbs.**
Eye Color: **Blue**
Hair Color: **Black-Blue**
Species: **Mutant**

ABILITIES

Intelligence: 5
Strength: 5
Agility: 5
Speed: 5
Durability: 4

④ ⑫

ACTIONS

Close Combat: 6
(Intelligence Bonus or Weapon Modifier)
- Hand-to-Hand
- X-Man Multi-Style

Ranged Combat: 4
(Weapon Modifier)

Acrobatics: 6
(Agility Bonus)

Healing, Medical: 7

Social Skills: 4
- Academia
- Scientific Community
- Language and Culture Etiquette

Technology: 6
(Intelligence Bonus)

General Knowledge: 6
(Intelligence Bonus)
- History
- Philosophy
- Ancient Cultures
- History of Art
- Literature
- Musicology

Vehicle Operation: 5
- Light Vehicles
- Heavy vehicles
- Military Equipment
- Aircraft
- Alien vessels

Music/Keyboards: 5

MODIFIERS

Mutant

Team Affiliation: X-Men

Wealth: (3)

Reflexive Dodge: (+2)
Mental Defense: (+1)
2x natural healing rate

EQUIPMENT

Reading glasses (farsighted)
Body Armor: Defense **(+1)**

X-Man Communicator

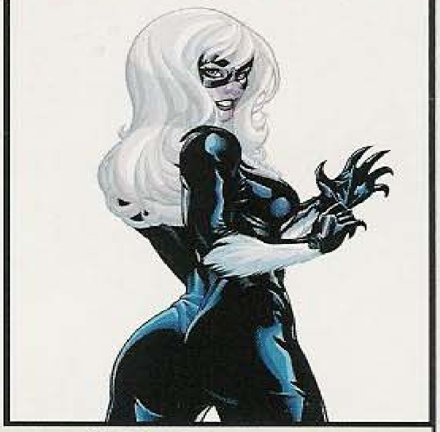
DESCRIPTION

Unlike most mutants, Henry McCoy's abilities have been with him from birth. His father was exposed to massive amounts of radiation during an accident, and Henry was born a mutant. McCoy's superhuman agility, strength and speed helped him become a star football player, and he attracted the interest of Professor Charles Xavier, who invited Hank to become one of the original X-Men.

McCoy is extremely intelligent. After completing his doctoral studies at Prof. Xavier's school, he became a genetic researcher at the Brand Corp. He developed a catalyzing serum to activate latent mutations and tested it on himself. Hank experienced radical physical changes: he grew blue fur, his ears became larger and pointed, and his canine teeth grew into fangs. His already amazing physical abilities increased. He possesses superhuman strength, agility, speed and durability. His recovery rate from an injury is about twice that of a normal human. He has the skills of a circus acrobat and gymnast, and can climb brick walls barehanded. To this day Beast's mutation continues to alter his abilities.

Beast is an X-Man and a renowned research scientist at the Xavier Institute. He's an expert in mutant genetics, biology and biochemistry and a fervent believer in Xavier's dream. Although he has plenty of friends, he's also a lonely romantic whose love life has been hampered by his beastly appearance.

BLACK CAT



Felicia Hardy

Height: **5'10"**
Weight: **142 lbs.**
Eye Color: **Green**
Hair Color: **Platinum**
Species: **Human**

ABILITIES

Intelligence: 3
Strength: 3
Agility: 3
Speed: 3
Durability: 3

③ ⑨

ACTIONS

Close Combat: 5
(Agility Bonus or Weapon Modifier)
- Martial Arts

Ranged Combat: 2
(Weapon Modifier)

Thieving: 5
(Agility Bonus)
- Hiding
- Burglary
- Lockpicking
- Shadowing
- Safe Cracking

Acrobatics: 5
(Agility Bonus)

Hunting/Tracking: 3
- Stalk
- Spot/Set Traps
- Spot/Set Ambush

Social Skills: 3
- Streetwise
- Socialite
- Professional Criminal

MODIFIERS

Wealth: (3)
Reflexive Dodge: (+5)

Bad Luck: (3) –3 stones from opponent's Action so it fails by 1 stone.

EQUIPMENT

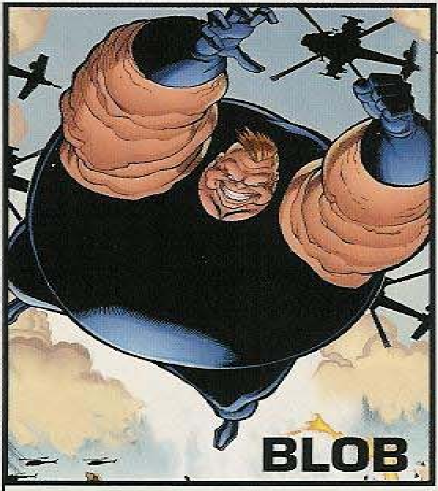
Cable/grappling hook: (+1) free stone to Acrobatics

DESCRIPTION

Daughter of an infamous cat burglar, Felicia Hardy set out to continue the family business. Hardy's intense physical training increased her strength, agility and durability to Olympic levels. She studied martial arts, receiving black belts in both karate and judo. And she mastered burglary skills like lockpicking and safecracking.

Black Cat fooled opponents into believing she caused them bad luck. In reality, she prepared the scenes of her crimes so accidents would happen to those who came after her. She convinced Spider-Man of her ability, and they joined forces, fighting crime...and falling in love. He even revealed his secret identity to her. But when he found out that she had no super powers, he felt that fighting crime was too dangerous for her. After a fight where she got hurt, he ended their partnership but not their relationship. Angry and hurt, Felicia set out to gain super powers. She unknowingly went to work for the Kingpin, and in return his scientists activated her latent genetic abilities, giving her the bad luck power she previously pretended to have. After learning that her powers would bring bad luck to Spider-Man and kill him, she planned to end their affair to save his life. But he broke up with her first, because of her lack of morality and disdain for his life as Peter Parker.

Black Cat is clever, independent and confident. She is loyal to her friends and lovers, but also knows how to take care of herself. Even though she's been on the wrong side of the law more than once, she knows the difference between right and wrong and does what's right when it really counts.



BLOB

Fred J. Dukes

Height: **8'0"**
Weight: **976 lbs.**
Eye Color: **Brown**
Hair Color: **Brown**
Species: **Mutant**

ABILITIES

Intelligence: 3
Strength: 8
Agility: 1
Speed: 1
Durability: 6

⑥ ⑱

ACTIONS

Close Combat: 1
(Strength & Durability Bonus or Weapon Modifier only)
- Hand-to-Hand

Ranged Combat: 2
(Weapon Modifier)
- May attack 1 target only

Circus Performance: 5
(Strength Bonus)
- Strong man
- Freak

Black Ops: 4
- Propaganda
- Surveillance
- Bodyguard
- Intimidation

Social Skills: 4
- Circus Culture
- Freak Culture
- Professional Criminal
- Underworld

MODIFIERS

Mutant

Team Affiliation:
The Brotherhood of Evil Mutants

Wealth: (0)

Toughness: (+4)
- Nullifies Armor Penetration,
- No 2x Damage from Firearms or Projectiles

Immovability: Can't be moved until knocked out

EQUIPMENT

Cell-Phone

DESCRIPTION

Fred Dukes worked as a circus performer until he met the X-Men, who told him that he was actually a superhuman mutant and invited him to join them. The Blob refused and instead decided to put his mutant powers to work as a criminal. After clashing with the X-Men, he had his memory of the incident erased by Prof. X, only to have it restored later by Magneto. He has often been allied with Magneto and the Brotherhood of Evil Mutants, as well as other criminal mutant organizations and Unus the Untouchable. For a time, Blob even worked as a US government operative in the anti-mutant Freedom Force. Working alongside his frequent companion in crime, Mystique, Blob took evil pleasure in the chance to act as violently and sadistically as he wanted and get paid for it by Uncle Sam.

The Blob's obese body is amazingly durable, giving him both superhuman strength and near-total invulnerability. Projectiles like bazookas and rockets bounce off him; bullets become imbedded in his flab. But his greatest power is his ability to become virtually immovable. Once his feet are planted, few forces on Earth can uproot Blob! He can create a mono-directional gravity field that makes him impossible to move as long as he remains in contact with the ground.

The Blob is arrogant, angry, untrusting and violent. He is motivated by greed, hatred of humanity and of other mutants. His desire to be accepted makes him prone to join other villains, though his personality invariably distances him from them, and he is usually betrayed by those he trusts.

BULLSEYE

Unrevealed

Height: **6'0"**
Weight: **185 lbs.**
Eye Color: **Blue**
Hair Color: **Blond**
Species: **Human**

ABILITIES

Intelligence: 4
Strength: 3
Agility: 3
Speed: 3
Durability: 4

④ ⑫

ACTIONS

Ranged Combat: 8
(Weapon Modifier)
- All firearms
- All throwing weapons
- Non-weapons as weapons

Close Combat: 4
(Agility Bonus or Weapon Modifier)
- Hand-to-Hand
- Streetfighting
- US Military Multi-Style
- Dirty Tricks

Vehicle Operation: 3
- Light Vehicles
- Heavy Vehicles
- Military Equipment

Black Ops: 3
- Assassination
- Propaganda
- Blackmail

Social Skills: 3
- Military Protocol
- Professional Criminal
- Underworld

MODIFIERS

Wealth: (3)
Indestructable

Adamantium Skeleton
Targeting: (+5)
Reflexive Dodge: (+2)

EQUIPMENT

Handgun: (+2)

Throwing stars: (+1)

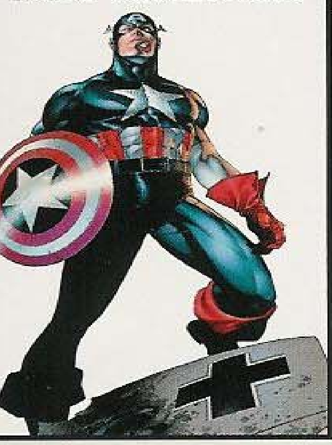
DESCRIPTION

We don't know the name Bullseye was born with, but we do know he was born with perfect aim. He can kill an enemy as easily with a pencil or paperclip as with a knife or gun. As an adult he joined the military, giving up a promising career in baseball. Later he began a career as a costumed criminal and freelance assassin. It was only a matter of time before he crossed paths with Daredevil, and the two have been arch-enemies ever since.

Always unstable, Bullseye was eventually driven insane by a brain tumor. His murderous rampage was ended by Daredevil, who delivered him to a hospital to have the tumor removed. He later escaped from Riker's Island intent on revenge–not only against Daredevil, but against Elektra, the ninja who had taken his place as Kingpin's top assassin. After killing Elektra with her own sai, Bullseye was pleased to learn she was once the girlfriend of Matt Murdoch, whom he thought to be close friends with Daredevil. The Kingpin, however, refused to rehire Bullseye until he killed Daredevil. During a subsequent fight with Daredevil, Bullseye fell and shattered his spine. But Bullseye didn't die. He disappeared, only to eventually reappear healed and whole, with a skeleton laced with indestructible Adamantium.

Bullseye is sociopathic and ruthless. Even when he is working as a paid assassin for a wide variety of super villains, his motivations are unpredictable. He will betray his employers when it suits him. The only predictable thing about Bullseye is his hatred of Daredevil. The psycopathic marksman has already killed two of Daredevil's former lovers–Elektra and Karen Page–and will stop at nothing to cause Daredevil pain.

CAPTAIN AMERICA



Steven Rogers

Height: **6'2"**
Weight: **240 lbs.**
Eye Color: **Blue**
Hair Color: **Blond**
Species: **Human**

ABILITIES

Intelligence: 2
Strength: 4
Agility: 4
Speed: 3
Durability: 4

④ ⑫

ACTIONS

Close Combat: 7
(Strength Bonus or Weapon Modifier)
- American-style Boxing
- Judo
- Shield Fighting
- Hand-to-Hand
- Disarm/take down
- Trains others Hand-to-Hand
- Martial Arts

Leadership: 5

Ranged Combat: 7
(Weapon Modifier)
- Shield Throwing

Acrobatics: 4

Vehicles: 3
- Military Vehicles

Social Skills: 4
- Military Protocol
- Avengers Protocol
- Advertising

MODIFIERS

Toughness: (+1)

Reflexive Dodge: (+3)

Mental Defense: (+4)

Team Affiliation: Avengers

Wealth: (1)

Targeting: (+2)
With thrown shield, only

2x Natural Healing Rate

EQUIPMENT

Scale Mail/Kevlar fabric costume: Defense **(+1)**

Shield: (+6) to Close or Ranged Combat or Defense. Armor Piercing. Can hit multiple targets and return to thrower. Unique, virtually indestructible alloy of unknown composition, resists radiation, temperature extremes, and penetration. Can only be damaged by tampering with its molecular bonding. Concave disk, 2.5 ft. diameter, weight: 12 lbs.

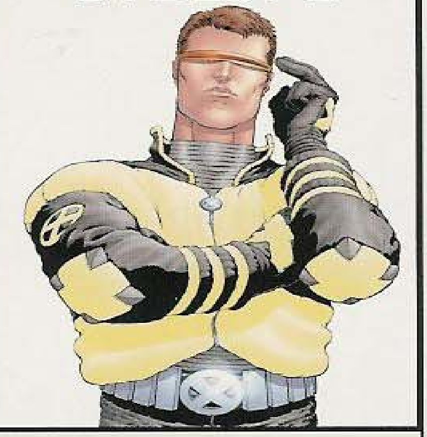
DESCRIPTION

Steven Rogers was a frail, sickly boy when WWII broke out. Too weak to serve in the army, Rogers was offered an opportunity to take part in an experiment called Operation: Rebirth. He was injected with the Super-Soldier Serum and bombarded by "vita-rays." Rogers emerged from the experiment with the ultimate human body just before the inventor of the process was murdered by a Nazi spy. Rogers underwent an intensive program of physical and tactical training in hand-to-hand combat and military strategy. Three months later, he was given the red, white and blue costume and shield of Captain America.

Cap and his sidekick Bucky Barnes fought Nazis, Baron Zemo and the Red Skull. While trying to stop Zemo's bomb-loaded drones, Bucky was killed and Cap was thrown into icy Arctic waters. The Super-Soldier formula kept him in suspended animation for decades until he was found by the Avengers.

A nearly invincible fighter, Captain America has merged martial arts, boxing, gymnastics and the use of his Shield into his own unique style of hand-to-hand combat. The Super-Soldier Serum has enhanced his body to the peak of human efficiency and durability. But it is his indomitable will, unflinching loyalty and deeply personal sense of what's right that makes Cap so dangerous. Whether as an Avenger or as the solitary sentinel of liberty, Cap will fight for his version of the American Dream in whatever way he sees fit.

CYCLOPS



Scott Summers

Height: **6'1"**
Weight: **181 lbs.**
Eye Color: **Red**
Hair Color: **Brown**
Species: **Mutant**

ABILITIES

Intelligence: 3
Strength: 2
Agility: 2
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Optic Blast: 9
- Ruby Visor (required)
- 2x Damage
- Can't be improved
- Power out of control without Ruby Visor

Close Combat: 5
(Agility Bonus or Weapon Modifier)
- X-Man Multi-Style

Ranged Combat: 2
(Weapon Modifier)
- Handguns
- Energy Weapons

Technology: 4
(Intelligence Bonus)

Vehicle Operation: 5
- Light Vehicles
- Motorcycles
- Heavy Vehicles
- Aircraft
- Alien Vessels

Leadership: 7

Social Skills: 4
- Aviation Culture
- Academic Protocol
- Authority
- Streetwise

MODIFIERS

Mutant, Human appearance
Team Affiliation: X-Men

Wealth: (2)
Mental Defense: (+1)

EQUIPMENT

Ruby Visor: Adjustable. Without visor, must keep eyes closed or power goes out of control

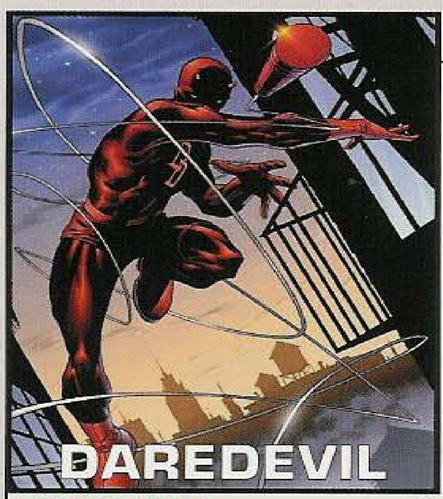
Ruby Sunglasses
(as above)
Kevlar Armor: Defense **(+1)**
X-Man Communicator

DESCRIPTION

Scott Summers was the original member of the X-Men, and has been Prof. X's second-in-command for years. But outside the X-Men, Scott's personal life has been filled with turmoil. After his parents apparently died in a plane crash, Scott was separated from his brother Alex and placed in an orphanage. After a mission in space, Scott thought the love of his life, Jean Grey, had died. Grief-stricken, he temporarily left the X-Men, but his love for Jean endured. And he was forced to send his son, Cable, into the future to survive a technovirus.

Through it all, Scott has proven to be a stable, reliable leader and loyal teammate. Xavier is more than a mentor to Scott, and the X-Men more a family than a team. And even when he's taken leaves of absence from the X-Men, Scott has stayed true to Professor Xavier's dream. His powerful, concussive optic blast, X-Men combat training, battle tactics and strategic skill make him a dangerous enemy, both alone and with his team by his side.

Behind the cool, collected façade of a leader, Scott is all too human. He's plagued by self-doubt, self-recrimination and a belief that he isn't doing enough for his team, his family and his cause. His relationship with Wolverine is stormy, complicated by Wolverine's love for Jean Grey and resistance to being ordered around. But his close personal relationship with Professor Xavier, the faith and love of his wife Jean Grey, and the respect of team co-leader Storm are usually enough to restore his faith in himself.



Matt Murdock

Height: **6'0"**
Weight: **200 lbs.**
Eye Color: **Blue**
Hair Color: **Red**
Species: **Human**

ABILITIES

Intelligence: 4
Strength: 3
Agility: 4
Speed: 3
Durability: 3

③ ⑨

ACTIONS

Close Combat: 5
(Agility Bonus or Weapon Modifier)
- Hand-to-Hand
- Boxing
- Wrestling
- Martial Arts Multi-Style
- Billy Club

Ranged Combat: 4
(Weapon Modifier)
- Billy Club

Concentration: 7
(Intelligence Bonus)

Legal Skill: 4
(Intelligence Bonus)

Acrobatics: 4
(Agility Bonus & Billy Club Modifier)

Social Skills: 3
- Academia
- Pro-Boxing Culture
- Law Enforcement

MODIFIERS

Human, blind
Wealth: (1)
Reflexive Dodge: (+4)
Radar Senses: (7)
Perceive minute details at a range of 70'

EQUIPMENT

Unstable Molecule Armor: Defense **(+2)**

Billy Club: (+4) Close or Ranged Combat. (Rebounds to thrower). 30' nylon cord between 2 detachable parts. When used to travel the skyline, adds to Acrobatics. Can be disguised as a cane for the blind.

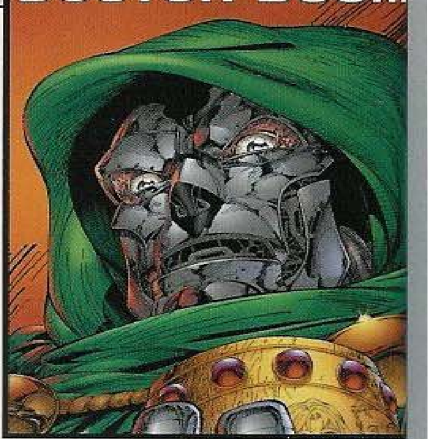
DESCRIPTION

From the moment young Matthew Michael Murdock jumped in front of a truck to save a blind man, his life stopped being ordinary. A can of radioactive waste fell from the truck and blinded him, but it also mutagenically heightened his other senses. But it wasn't until he met Stick, a blind martial arts master, that he became Daredevil, the Man Without Fear.

Murdock's remaining senses function at superhuman levels. His sense of touch is so sensitive he can read a page by feeling the ink on the paper. His sense of hearing is so acute he can tell if someone is lying by listening for minute changes in his heartbeat. And his "Radar Sense" lets him "see" more details than normal human sight. Daredevil is an Olympic level athlete and gymnast, possessing extraordinary agility and balance. He's developed a unique fighting style (a blend of ninjitsu, judo and boxing) using his two-piece Billy Club. The club doubles as a cane, and contains a grappling hook and cable Daredevil uses to swing through the city.

As a partner in the law firm Nelson and Murdock, Matt believes in justice for both victims and the criminals. As Daredevil, he lives in a world of shades of gray, making deals with the likes of the Kingpin when it serves the greater good. Even his love life is complicated: his first lover, Elektra, became an assassin and has returned from the grave; another lover is the Black Widow, a former Russian spy and Avenger. But loyalty and love take a back seat to Daredevil's blind devotion to his own sense of justice.

DOCTOR DOOM



Victor Von Doom

Height: **6'2"**
Weight: **225 lbs.**
Eye Color: **Brown**
Hair Color: **Brown**
Species: **Human**

ABILITIES/PA*

Intelligence/S.I.: 8/5
Strength: 2/5
Agility: 2/2
Speed: 2/4
Durability: 3/4

③ ⑨ ④ ⑫

ACTIONS

Close Combat: 4
Strength Bonus or Weapon Modifier)
- Powered Armor Combat
- Hand-to-Hand
- Fencing

Ranged Combat: 6
- Powered Armor Combat

Mastery of Magic: 5

Technology/Invention: 7
(Intelligence Bonus)

Leadership: 5

Social Skills: 5
- Regal Protocol
- Ambassadorial Protocol
- Authority
- Arrogance
- Intimidation

PA Force Field: 3

PA Flight: 4

PA Doom Bolts: 5
- Range 5
- 2x Damage

MODIFIERS

Appearance: Disfigured, always wears armor
Wealth: (8)
Magical Defense: (+5)
PA Electrification: Free 4-stone counterattack vs. anyone touching you
PA Toughness: (+4)
PA Environment: 4 hours

EQUIPMENT

DoomBots (at need) that look like Doom and think they are Doom.

Blaster: (+3)

Robot Guards in his kingdom

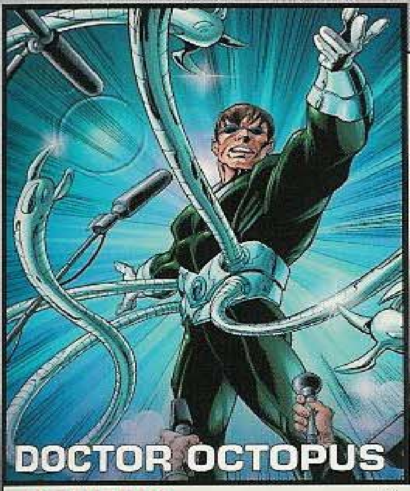
DESCRIPTION

Orphaned at a young age, Victor Von Doom was raised by gypsies in Latveria, a tiny nation in Europe. The brilliant, arrogant youth studied intensely for years, eventually attending State University in New York City. There he met and became rivals with Reed Richards. When one of his experiments went wrong, Doom's face was disfigured, for which he blamed Richards. Doom searched the world for a cure, eventually discovering a village of Tibetan monks. The monks made him a suit and mask of armor and trained him in their ways. Eventually, Doom returned to Latveria, overthrew the government and crowned himself king. Although his initial goals were selfish, today he strives to do what is right for his people while still ruling his kindom with an iron fist.

One of the world's most brilliant scientists, Doctor Doom has amassed a seemingly unlimited arsenal of high-tech weaponry, including an army of DoomBots that look just like him. His armor contains powerful weapons, including a force field and concussion beams.

Doctor Doom is egomaniacal and ruthless. He is an effective strategist. But other than his hatred for the Fantastic Four, it is often difficult to determine Doom's true goals. Although he seems bent on world domination, there have been times when he has actually refused power for reasons of his own, and even times when he has joined forces with his enemies to save the world.

*PA = Powered Armor



DOCTOR OCTOPUS

Otto Octavius

Height: **5'9"**
Weight: **245 lbs.**
Eye Color: **Brown**
Hair Color: **Brown**
Species: **Human**

ABILITIES

Intelligence: 7
Strength: 1
Agility: 1
Speed: 1
Durability: 2

② ⑭(i)

ACTIONS

Tentacle Whip: 5
(Tentacle Strength Bonus, see Equipment)
- Movement up to speed 3
- Extend height up to 20' off the ground
- Manipulate objects at 20'
- Create 50 mph wind blast

Ranged Combat: 1
(Weapon Modifier)

Technology: 6
(Intelligence Bonus)

Inventing: 3
(Intelligence Bonus)

Social Skills: 2
- Scientific Community
- Criminal Mastermind

MODIFIERS

Wealth: (3)
Toughness: (+2)

Underwater Breathing
(from device)

EQUIPMENT

Octopus Device:
Four psionically controlled, electrically powered telescoping, prehensile titanium-steel tentacles ending in 3 pincers and attached to a stainless-steel harness covering his lower body. They each have a Strength of 5, any two used together have a Strength of 6, and all four can be used at once for a Strength of 7. The device allows underwater breathing.

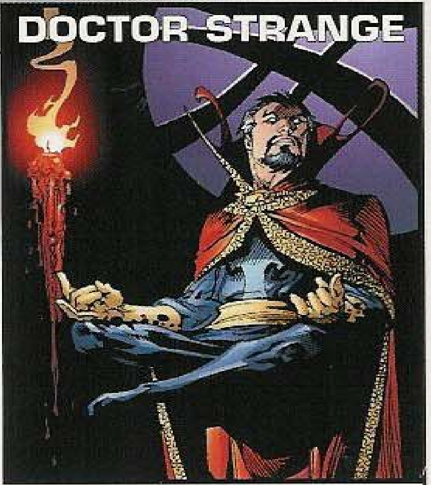
DESCRIPTION

Otto Octavius was a brilliant and respected nuclear scientist. While using a set of robotic arms of his own design to aid his research into atomic physics, an accident exposed Octavius to intense radiation. The accident grafted the robot arms to his body and affected his mind. The now-insane Octavius took the name Doctor Octopus, and turned his genius to seeking wealth and power through crime. Over the years he has formed gangs like the Sinister Six in an attempt to dominate crime in New York, and he has become one of Spider-Man's most formidable foes.

Although they are no longer grafted to his body, Doc Ock's four titanium tentacles are now attached to a stainless-steel harness encircling his lower chest and waist. Each telepathically-controlled, telescoping tentacle is capable of striking with the force of a jackhammer. By spinning them like a giant fan, Doc Ock can generate a 50-mph wind. At full extension, the mechanical appendages allow him to travel high above the ground as if on stilts, either using two tentacles or all four for maximum speed. And even if Doc Ock were to become separated from his tentacles, he can control his mechanical arms telepathically over vast distances.

While Doc Ock has frequently allied himself with other super villains, he never fully trusts them. His gangs frequently turn on each other, usually in a struggle for power within the group, and are often their own worst enemies. His own motivations can be twisted and insane—he once saved Spider-Man just so someday he could be the one to end the wall-crawler's life.

DOCTOR STRANGE



Stephen Strange

Height: **6'2"**
Weight: **180 lbs.**
Eye Color: **Gray**
Hair Color: **Black, with gray temples**
Species: **Human**

ABILITIES

Intelligence: 6
Strength: 2
Agility: 2
Speed: 2
Durability: 2

② ⑫(i)

ACTIONS

Mastery of Magic: 4
(Intelligence Bonus)
- Accumulate Energy
- Increase Action Modifier

Sorcery: 8
(Intelligence Bonus)

Summoning: 7
(Intelligence Bonus)
- Bands of Cyttorak. Binding Spell Difficulty = Action # to break, Resistance = 3x Action # to escape.
- Vishanti: Hoggoth, Oshur, Agamotto, can be Summoned to increase effect of any good magic by x3
- Various Other Beings

Healing, Medical: 6

Close Combat: 6
(Intelligence Bonus)
- Martial Arts (many)

Telepathy/Mesmerism: 4
(Intelligence Bonus)
- Mental Bolts
- Project Thoughts and Illusions

Magical Travel: 9
- Teleportation
- Astral Travel
- Dimension Walking
- Flight

Vehicle Operation: 5
- Sports Cars
- Carpets and magical flying devices

Social Skills: 3
- Medical Circles
- Occult Community
- Demonic Protocol

MODIFIERS

Energy Defense: (+3)
Magical Defense: (+8)

Wealth: (3)
Team Affiliation: Defenders

EQUIPMENT

Cloak of Levitation: Allows Flight at 3 (for free)

Eye of Agamotto: Allows wielder to focus energy for 2x Magical effect. For contacting/using Orb of Agamotto. Dispels illusions.

Orb of Agamotto: See anything, anywhere, anywhen.

Amulet of Agamotto: Holds the Eye of Agamotto, protects vs. Dream Magic and the Dread Dormammu.

Book of the Vishanti: **(+1)** to Sorcery Action #. A compendium of many spells, mostly good purposes

Books of Lore: Many spells and incantations, some good, some evil, some simply unknowable and beyond even Strange's ability to use.

Mystical artifacts, ingredients for special spells, etc.

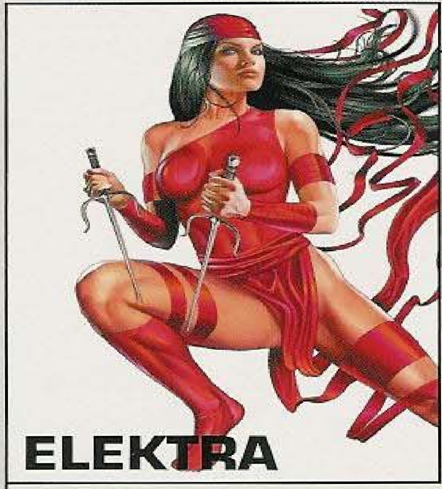
Sanctum Sanctorum: Mansion in Greenwich Village.

DESCRIPTION

Stephen Strange was a brilliant but arrogant neurosurgeon who suffered nerve damage in a car accident. In search of a miracle, he went to the Himalayas to seek the Ancient One, a Tibetan sorcerer. While there, Strange learned the sorcerer's pupil Baron Mordo was plotting to kill his mentor. Seeing evil's true nature and the need to combat its forces, Strange became the Ancient One's disciple. When the Ancient One died, Doctor Strange inherited his mantle as Earth's Sorcerer Supreme. Since then, he has defended Earth, strengthening the barrier between our world and other hostile realms.

As Master of the Mystic Arts and Sorcerer Supreme, Strange can come up with a spell for almost any purpose. He can cast illusions, read minds, hurl mystical and mental bolts and fly with his Cloak of Levitation. He knows many mystical beings whom he may summon or whose power he may invoke. He lives in a townhouse in Greenwich Village along with his manservant Wong. This "Sanctum Sanctorum" is protected by magic and filled with arcane texts, artifacts, relics and rooms for containing magic spells.

Strange has fought demons from other dimensions, mystical menaces, gods and his biggest challenge, the Dread Dormammu, Eater of Souls. Other heroes sometimes go to Doctor Strange for help with their more unusual mystical problems. He can usually be counted on to help when anything threatens the Earth, although his involvement will be in manners and for purposes mysterious and often unknowable.



ELEKTRA

Elektra Natchios

Height: **5'9"**
Weight: **130 lbs.**
Eye Color: **Blue-Black**
Hair Color: **Black**
Species: **Human**

ABILITIES

Intelligence: 4
Strength: 3
Agility: 3
Speed: 3
Durability: 3

③ ⑨

ACTIONS

Ninja: 7
(Agility Bonus and Weapon Modifier or 2 Weapon Modifiers)
- Ninjitsu
- Assassination
- Hiding
- Moving Silently
- Weaponry
- Silent Killing

Acrobatics: 6
(Agility Bonus)

Black Ops: 4
- Assassination
- Covert Operations
- Escape
- Pursuit

Social Skills: 5
- Cultural/Diplomatic
- Far Eastern Cultures/Languages
- Secret Societies
- Socialite
- Underworld

MODIFIERS

Wealth: (1)

Reflexive Dodge: (+3)

EQUIPMENT

Pair of three-pronged daggers, or sai (+2) each

DESCRIPTION

Elektra was the daughter of a powerful Greek diplomat and the girlfriend of blind American law student, Matt Murdock. After her father died in a hostage situation, Elektra withdrew from the world. Her search for meaning led her to Japan and the martial-arts master known as Stick. Elektra honed her fighting skills to peak-human perfection, but her anger was too great and Stick cast her out. Determined to prove herself, Elektra infiltrated the Hand, a cult of ninja assassins. The Hand twisted her anger to suit their own ends. Eventually, she escaped and fled Japan, becoming an assassin for hire. In New York, she crossed paths with Daredevil, her ex-flame Matt Murdock. The two still cared deeply for each other, and together they fought the Hand, until she went to work as chief assassin for the Kingpin. Not long after that, Bullseye impaled her on her own sai, and she died in Matt's arms. But she didn't stay dead. The Hand attempted to resurrect Elektra. Stone, a member of Stick's order, completed the process, bringing her back to life while Daredevil purified her spirit with his own.

Although she possesses no superhuman abilities, Elektra is an Olympic-level athlete and gymnast. She is a skilled ninja, expert in the martial arts and proficient in the use of many martial-arts weapons.

Elektra is a loner, living in the shadows, disguised, constantly on the move and unknown even to those who hire her. She follows her own moral code. Even though she is one of the world's greatest assassins, her targets tend to be people whom she feels deserve to die. She has frequently allowed an innocent target to walk away unhurt, and dealt with the consequences in her own way.

Remy LeBeau

Height: **6'1"**
Weight: **175 lbs.**
Eye Color: **Red**
Hair Color: **Brown**
Species: **Mutant**

ABILITIES

Intelligence: 3
Strength: 2
Agility: 3
Speed: 2
Durability: 3

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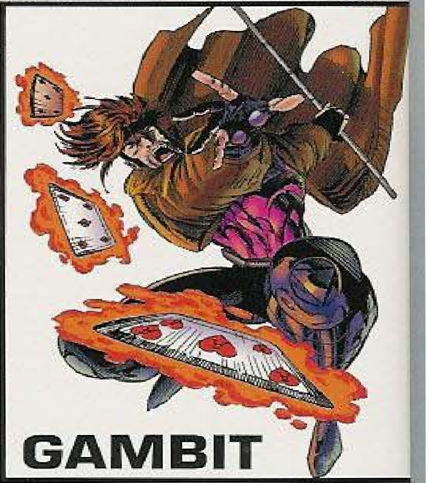


GAMBIT

ACTIONS

Charge Objects: 6
(Agility Bonus and Weapon Modifier of object)
- 2x Damage

Close Combat: 5
(Agility Bonus or Weapon Modifier)
- X-Man Multi-Style
- Thieves Guild Style
- Quarterstaff
- Streetfighting
- Dirty Tricks

Thieving: 6
(Agility Bonus)
- Pickpocketing
- Lockpicking
- Con Artist
- Safecracking

Gambling: 6
(Intelligence Bonus)
(Agility Bonus if cheating)
- Poker
- Blackjack
- Bourre
- Hearts/Spades
- Dice
- Spot Cheating

Social Skills: 7
- Streetwise
- Thieves Guild Protocol
- Assassins Guild Protocol
- Persuasion, Charm
- Seduction
- Professional Criminal
- Cajun Culture

MODIFIERS

Mutant
Team Affiliation: X-Men

Wealth: (3)
Mental Defense: (+1)

EQUIPMENT

Kevlar Armor: Defense **(+1)**
Playing Cards: (+1)
Throwing Spikes: (+2)

Quarterstaff: (+3)
Thieving Equipment: (+1)
(in overcoat)

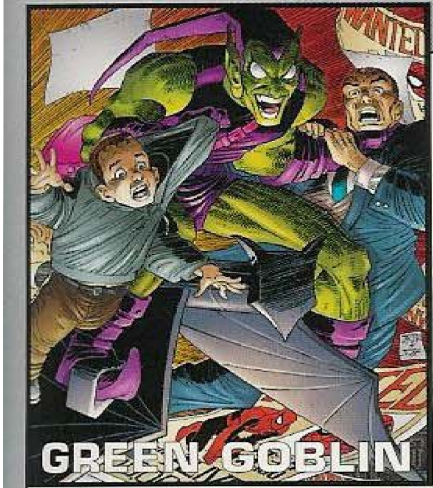
X-Man Communicator

DESCRIPTION

Remy LeBeau was a homeless orphan wandering the streets of New Orleans when he foolishly tried to pick the pocket of Jean-Luc LeBeau, head of the Thieves Guild. Rather than punish the boy, LeBeau took Remy under his wing and adopted him. In time, Remy learned the ways of both the Thieves Guild and their chief rivals, the Assassins Guild of New Orleans. To seal a peace between the groups, Gambit married the granddaughter of the patriarch of the Assasin's Guild. But her brother objected, and after a duel, Gambit was forced to flee to prevent war between the guilds. After many adventures, not all honorable, he befriended Storm, who sponsored his admission into the X-Men.

Gambit has the mutant ability to tap into the potential energy contained within an object and transform it into biokinetic energy. When Gambit thus charges a small object and throws it at a target, it releases this energy explosively on impact. He is also an excellent hand-to-hand combatant, especially with his collapsible quarterstaff.

Gambit found a home with the X-Men, although he often still feels like an outsider, overreacting to perceived rejection. He covers his insecurity and pain with a charming façade that usually gets him what he wants. In an ironic twist of fate, what he wants most he can never have: Gambit's true love is Rogue, whose ability prevents any physical contact.



Norman Osborn

Height: **5'11"**
Weight: **185 lbs.**
Eye Color: **Blue**
Hair Color: **Red-Brown**
Species: **Mutagenic**

ABILITIES

Intelligence: 7
Strength: 5
Agility: 4
Speed: 3
Durability: 4

④ ⑫

ACTIONS

Close Combat: 3
(Strength Bonus or Weapon Modifier)
- Hand-to-Hand
- Dirty Tricks

Ranged Combat: 4
(Weapon Modifier)
- Firearms
- Grenades

Business Skills: 4
(Intelligence Bonus)

Vehicle Operation: 4
- Light Vehicles
- Piloting
- Goblin Glider

Technology: 6
(Intelligence Bonus)

Inventing: 5
(Intelligence Bonus)

Social Skills: 3
- Socialite
- Professional Criminal
- Industry

MODIFIERS

Mutagenic, can appear human
Wealth: (7)
Insane, Mental Defense: (+6)
Healing Factor: Heal 1 white stone per hour, Regenerate 3 red stones per 2 white stones per Panel

EQUIPMENT

Goblin Glider
(Speed: 5, Difficulty: 4, Vehicle Damage: 4, Maneuver Modifier: +4, Defensive Modifier: (+1)
Bulletproof Mail: tunic, cap, mask: Defense **(+2)**
12 Pumpkin Bombs: (+4)
12 Smoke Bombs
12 Gas Bombs: (+4) (Area Attack vs. Durability, paralyze)
High-Voltage Gauntlets: (+3)
Masking Gas: (Nullifies Spider-Senses for 10 Panels.

DESCRIPTION

Norman Osborn was the ruthless co-owner of a leading chemical company. When he discovered his partner was using company funds for personal experiments, Osborn had him arrested and took over the company. He tried to recreate his partner's formula for increasing strength and intelligence, with disastrous results. The formula worked, but it drove Norman crazy. A second persona emerged, the insane Green Goblin. His crime sprees not only affected his family, but brought him to the attention of Spider-Man.

The Goblin formula increased Osborn's abilities. It gave him a healing factor which allowed him to survive an apparent death. And his insanity makes him an even more dangerous opponent. Whether hurling pumpkin bombs from his Goblin Glider or zapping his enemies with 10,000 volt gauntlets, the Goblin is a ruthless and deadly enemy.

Goblin's motivations are warped by his increasing insanity. He has built a large corporate and criminal empire, but wealth and power have taken a back seat to his hatred of Spider-Man. The Green Goblin has done more than any other villain to hurt Peter Parker, terrorizing his friends and loved ones. He caused the death of Peter's first love, Gwen Stacy, when he threw her off a bridge. Even his own son—Peter's best friend, Harry—was poisoned by the Goblin legacy. Years after Spider-Man saw him die, Osborn has returned to cast a shadow of evil over his hated foe.

Jean Grey

Height: **5'8"**
Weight: **143 lbs.**
Eye Color: **Green**
Hair Color: **Red**
Species: **Mutant**

ABILITIES

Intelligence: 5
Strength: 2
Agility: 3
Speed: 2
Durability: 2

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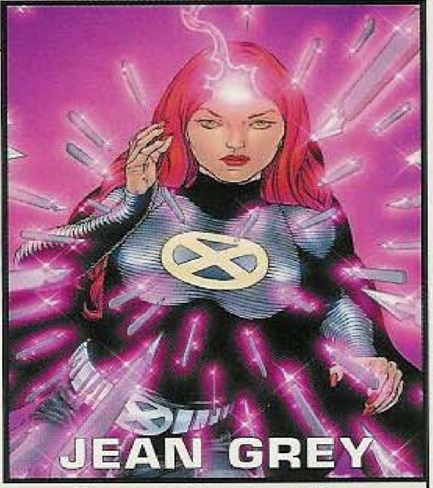


ACTIONS

Telepathy: 7
(Intelligence Bonus)
- All Options in this guide

Telekinesis: 6
(Intelligence Bonus)

Flight: 4

Close Combat: 4
(Agility Bonus or Weapon Modifier)
- X-Man Multi-Style

Ranged Combat: 2
(Weapon Modifier)
- Handguns
- Energy Weapons

Healing, Medical: 4

Leadership: 3

Social Skills: 4
- Political Culture
- Scientific Community
- Medical Community
- Charm, Persuasion

MODIFIERS

Mutant, Human appearance
Team Affiliation: X-Men
Wealth: (2)
Mental Defense: (+7)

EQUIPMENT

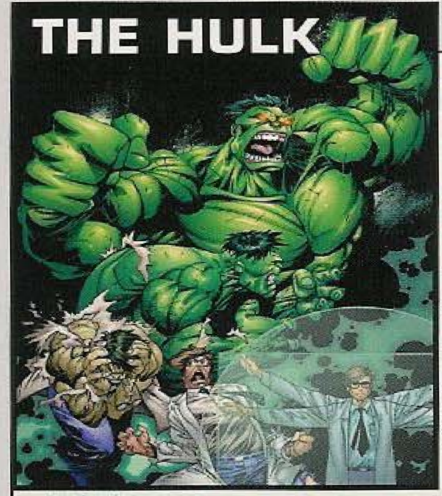
Body Armor: Defense **(+1)**
X-Man Communicator

DESCRIPTION

When she was 10, Jean watched helplessly as her best friend was hit by a car. The event awakened Jean Grey's telepathic powers, and she experienced her dying friend's feelings firsthand. She became powerless to shut out the minds and thoughts of others, and was nearly on the brink of insanity when her parents sent her to Prof. Charles Xavier. Working with Jean, Xavier erected psychic shields in her mind to protect her until she could learn to control her telepathic abilities. Jean later enrolled in Xavier's newly established School for Gifted Youngsters. Adopting the guise of Marvel Girl, she became the fifth member of the X-Men, mutant teens fighting for Xavier's dream of peaceful coexistence between humans and mutants. In sharing that dream, it was easy for Jean and her teammate, Cyclops, to fall in love with each other, though it would be years before they married.

Jean is a highly skilled telepathic. She can read minds, project thoughts into the minds of others, and discharge mind-numbing mental bolts. Her telekinetic abilities allow her to levitate herself, other living beings and inanimate objects. She is one of the few beings alive who can operate Cerebro.

More than just a powerful telepath, Jean Grey is a powerful personality. Her psyche was strong enough to cause the Phoenix Force to sacrifice itself to save the universe. As a teammate and now headmistress at the Xavier Institute, her strength and compassion have helped hold the X-Men together in their darkest moments. But it is her passion that may be her biggest problem. While faithful to her devoted, yet emotionally detached, husband Cyclops, she is also drawn to the animal intensity and passion of her friend and fellow X-Man, Wolverine.



Bruce Banner

Banner/Hulk
Height: **5'9"/7'0"**
Weight: **128 lbs./1,040 lbs.**
Eye Color: **Brown/Green**
Hair Color: **Brown/Green**
Species: **Mutagenic**

ABILITIES

Intelligence: 7/1
Strength: 1/10*
Agility: 1/1
Speed: 1/4
Durability: 1/7

① ③ ⑦ ㉑

ACTIONS

Close Combat: 1/3
(Strength Bonus or Weapon Modifier)
Technology: 6/0
(Intelligence Bonus)
Inventing: 2/0
(Intelligence Bonus)
Healing, Medical: 5/0
Social Skills 3/1
- Scientific Circles (BB)
- Homeless (BB/H)

MODIFIERS

(for Hulk, Banner has none)
Appearance: Human, or giant green monster
Toughness (+8), Nullifies Armor Penetration, No 2x Damage
Accelerated Healing Factor
Team Affiliation: Avengers
Wealth: (0)
Transformation: Gamma Ray
***NOTE:** Hulk gets stronger the more angry he gets. Strength increases 1 stone per three panels to a maximum of 18, decrease is all at once when he stops rampaging.

EQUIPMENT

None

DESCRIPTION

Robert Bruce Banner, a genius in nuclear physics, was overseeing the test of an experimental gamma bomb at a nuclear research facility in New Mexico. Moments before the test was to go off, Banner noticed a foolish teenager on the test site. Banner saved Rick Jones but was caught by the full blast of gamma radiation. He wasn't killed, but was instead transformed into a green-skinned monster, the incredible Hulk.

The release of adrenaline when Banner becomes intensely excited is all it takes to give rise to the Hulk. The Hulk possesses superhuman strength, which increases the angrier he becomes. He can leap great distances and can cover 3 miles in a single bound. The Hulk's body also possesses a high degree of resistance to disease, injury, and pain. However, he's not indestructible, nor could he survive a near-hit from a nuclear warhead. He's usually subdued, not by physical force, but by powerful knockout gases.

Banner's transformations into the Hulk have changed throughout the years. He's been both green-skinned and gray-skinned. During various periods, he's even been able to control his transformation or to retain some of Banner's intelligence while in Hulk form. During one of those periods, he helped form the Avengers. But for most of the time since the accident, the intelligent Banner has been at odds with the brutish Hulk for control of their body. In Hulk form, Banner's consciousness is buried, and he has very little influence over the Hulk's behavior. Usually the Hulk possesses little of Banner's memory and is easily enraged. The Hulk has the relative intelligence of a child, but with a cunning that aids him in battle.

Johnny Storm

Height: **5'10"**
Weight: **170 lbs.**
Eye Color: **Blue**
Hair Color: **Blond**
Species: **Mutagenic**

ABILITIES

Intelligence: 3
Strength: 2
Agility: 2
Speed: 2
Durability: 3

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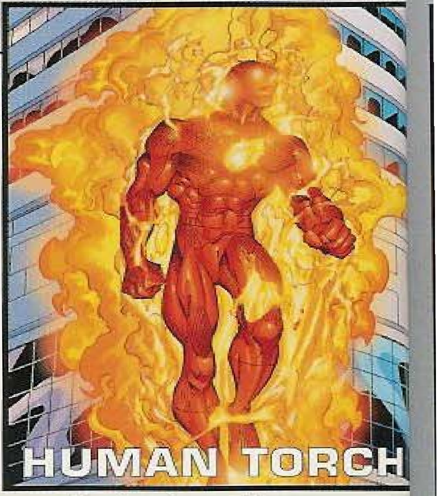


ACTIONS

Close Combat: 4
(Agility Bonus or Weapon Modifier)
- Hand-to-Hand
- Trained by Thing, She-Hulk
- Use of Fire in Combat

Mastery of Fire: 7
- Immune to the effects of fire, heat
- Can turn into flame
- Create Fire, manipulate flame
- Force Blast (2x Damage)
- Accumulate Energy (Nova Blast)

Technology: 5
(Intelligence Bonus)
Flying: 5
- Only when "Flame On"
- +1 stone to carry others without burning them

Vehicles: 5
- Vintage Cars
- Hotrod design/mechanic
- Racing Cars
- Unique Flying Devices
- Aircraft

Social Skills: 3
- Youth Culture
- Car Culture
- Celebrity

MODIFIERS

Toughness: (+3)
when flame on
Team Affiliation:
Fantastic Four
Wealth: (1)

EQUIPMENT

Flame-Resistant Unstable Molecule suit: Defense **(+1)**
Communicator

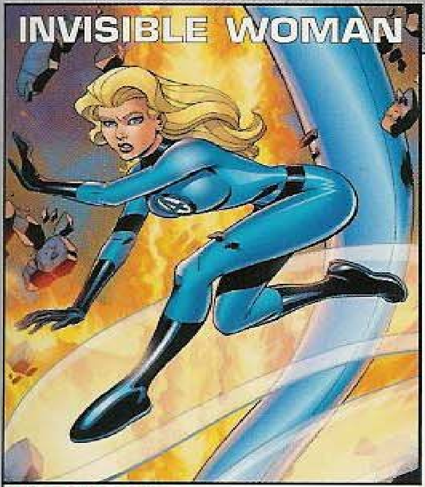
DESCRIPTION

Johnny Storm went to California to visit his sister, Susan, and her fiancé, aeronautical engineer, Reed Richards. Richards had designed a starship that could travel to other solar systems through hyperspace. When Richards decided to make a test flight with his friend Benjamin Grimm acting as pilot, Sue and Johnny insisted on going along as well. The starship encountered unexpectedly intense radiation, which overwhelmed the ship's shielding and exposed the occupants to intense cosmic rays. They survived a crash landing, only to discover that cosmic rays had mutagenically altered each of their bodies.

In Johnny's case, he now had the mental ability to control ambient heat energy. He could cover his entire body, or any part of it, in flame without doing any damage to himself. In his flaming state, he can fly and expel bolts of fire in varying degrees of intensity, up to a supercharged nova blast. This flame is fed by oxygen, however, so he can't "Flame On" unless oxygen is present.

A former race car driver, designer and mechanic, Johnny Storm is usually impetuous and often immature (although as he's gotten older, he's shown signs of a more serious nature). He and fellow teammate Ben Grimm, the Thing, often act more like quarrelsome brothers than teammates. Johnny is also one of the most eligible celebrity Super Heroes, and he plays the role extremely well. He's had relationships with a variety of aliens, artists and other super heroes, though none of them have lasted very long.

INVISIBLE WOMAN



Sue Richards

Height: **5'6"**
Weight: **120 lbs.**
Eye Color: **Blue**
Hair Color: **Blonde**
Species: **Mutagenic**

ABILITIES

Intelligence: 3
Strength: 1
Agility: 2
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 4
(Agility Bonus or Weapon Modifier)
- Self-Defense
- Trained by Thing, She-Hulk
- Use of powers while fighting

Ranged Combat: 1
(Weapon Modifier)
- Hand Guns

Invisibility: 6
Force Field: 6
Flying: 3
Actress: 4
Leadership: 4
Social Skills: 4
- Celebrity
- Diplomacy
- Parenting
- Etiquette

MODIFIERS

Team Affiliation: Fantastic Four
Wealth: (3)

EQUIPMENT

Costume of Unstable Molecules: Defense **(+1)**
Communicator

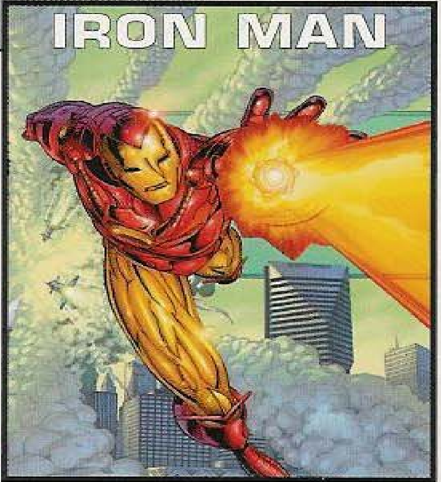
DESCRIPTION

Aspiring actress Susan Storm's fiancé, Reed Richards, was building a starship that would make it possible to travel to other solar systems. When the government threatened to cut off funding for the project, Reed decided to test the ship right away. Sue and her brother, Johnny, who was visiting at the time, insisted on going along with Reed and the pilot, Ben Grimm. The starship encountered intense radiation, which forced the crew to abort the flight. Surviving a crash landing, the four discovered that the cosmic radiation had triggered mutagenic changes in their bodies.

At first Sue thought she was dead, since nobody could see her. Then she realized she had the power to become invisible at will. Sue's psionic ability to manipulate ambient cosmic energy enables her to bend light without distortion—thus rendering herself (and other people and objects) invisible. Sue's brain cells produce psionic force that she can shape into highly resistant protective force fields and simple forms like globes, domes and cones. By projecting columns of psionic force beneath her, she can travel through the air.

Sue became a founding member of Reed Richards' team of adventurers, the Fantastic Four. She and Reed married and have two children: Franklin, who possesses mutant abilities, and their newborn daughter, Valeria. Over the years, Sue has grown from a meek "Invisible Girl" into a powerful "Invisible Woman." She led the FF in Reed's absence and has become a tough, determined hero who takes an active role in running the world-famous team of adventurers. After all, with Reed constantly buried in his lab and Ben and Johnny no better than overgrown adolescents, somebody has to.

IRON MAN



Tony Stark

Stark/Iron Man
Height: **6'1"**
Weight: **225 lbs.**
Eye Color: **Blue**
Hair Color: **Black**
Species: **Human**

ABILITIES

Intelligence/S.I.: 7/7
Strength: 1/9
Agility: 1/2
Speed: 1/2
Durability: 2/5

② ⑭(i) ⑤ ⑮

ACTIONS

Close Combat: 2/3
(Strength Bonus or Weapon Modifier)
- Powered Armor Combat

Ranged Combat: 2/5
(Weapon Modifier)
- Powered Armor Combat
- Beam Weapons

Uni-Beam: Energy Beam: 7
- 2x Damage, Range 5
- Create Illusion
- Tractor Beam (Telekinesis)
- Communications/Sensors/ Searchlight (S.I. functions)

Repulsor Ray: 5
(two of these)
- Range 3
- Can stun rather than wound

Pulse Beam/Bolts: 7
- Range 6
- 2x Damage

PA Flight: 7
PA Energy Absorption/ Reflection: 4
Technology/Inventing: 7
(Intelligence Bonus)
Business/Social Skills: 8
(Intelligence Bonus)

MODIFIERS

Team Affiliation: Avengers
Wealth: (8)
PA Targeting: (+2)
PA Stealth Technology: (+4)
PA Toughness: (+7)
- Nullifies Armor Penetration,
- No 2x Damage from Firearms or Projectiles

PA Self Repair: non-enhanced
PA Life Support: 2 hours
PA Collapsible/Portable
- Full-Auto

PA Finger Laser (Tool):
- Cuts through hardened steel

PA Electromagnetic Pulse (EMP): (+6) Partial Shielding

EQUIPMENT

NOTE: This armor configuration is based on the Mark VII.

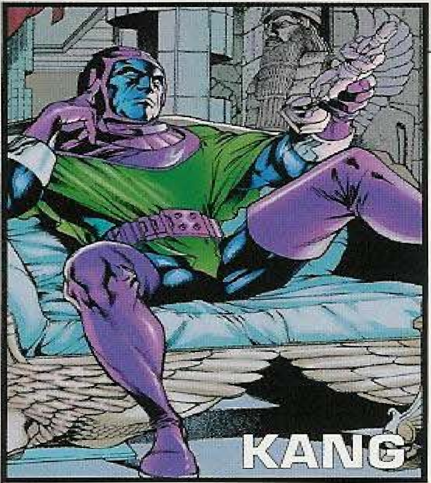
DESCRIPTION

Years ago, Anthony Stark—a brilliant industrialist, inventor, ladies' man and CEO of Stark Industries—was wounded and taken prisoner by an Asian warlord. Coerced into developing a powerful weapon in exchange for a life-saving operation, Stark and a fellow prisoner instead built an electrically powered suit of iron armor. "Iron Man" was equipped with heavy weaponry and a pacemaker-like device which enabled Stark's damaged heart to keep beating. Wearing the armor, Stark defeated his captors and escaped. Stark devised the cover story that Iron Man was his paid bodyguard. Until recently, when he "went public," Stark led a double life: as Tony Stark, indutrialist, he financed the Avengers; as Iron Man, he was one of its founding members.

Tony Stark is a genius who is responsible for numerous major discoveries, inventions and other achievements in various areas of technology. Over the years, Stark has often refined the design of his armor. Until recently, he needed the armor's chest-plate to prevent the shrapnel from stopping his heartbeat. Now an artificial heart gives him mobility and freedom, although he still needs to recharge the heart.

Aside from ruthless business competitors and evil super villains, Stark's greatest nemesis has been alcoholism. Although he's now in recovery, the compulsion to drink remains a constant temptation.

PA = Powered Armor



Unrevealed

Height: **6'3"**
Weight: **230 lbs.**
Eye Color: **Brown**
Hair Color: **Brown**
Species: **Human**

ABILITIES/PA*

Intelligence/S.I: 6/7
Strength: 3/7
Agility: 3/3
Speed: 2/4
Durability: 3/4

③ ⑨ ④ ⑫

ACTIONS

Close Combat: 6/2
(Strength Bonus or Weapon Modifier)
– Powered Armor Combat
Ranged Combat: 5/2
(Weapon Modifier)
– Powered Armor Combat
Technology/Vehicle Operation: 9
(Intelligence Bonus)
General Knowledge: 4
(Intelligence Bonus)
– Knowledge of the future

Social Skills: 3
– Politics
– Regal Protocol
– Conqueror
PA Flight: 7
PA Gravity Nullification: 5
(like Telekinesis)
PA Energy Blaster: 4
– Area Effect
PA Energy Beam: 6
– 2x Damage

MODIFIERS

Wealth: (10)
Mental Defense: (+3)
PA Toughness: (+4)
PA Energy Defense: (+6)

PA Environment: Unlimited
PA Can escape through time (useable with Time Ship)
PA Exoskeleton
– composed of unknown materials

EQUIPMENT

Time Ship capable of moving though both time and space

DESCRIPTION

Kang was born into a peaceful and prosperous possible 30th century future Earth. What began as restlessness became a quest for adventure and glory throughout time and eventually turned into an obsession with dominating the Earth throughout all times, including our own. At one point, he even ruled ancient Egypt as Rama-Tut. After conquering humanity in 4000 A.D. as well as his native 30th century, Kang once again turned his attention to late 20th and early 21st century Earth—the only era whose champions offered him any challenge at all. He succeeded in conquering the planet, only to be betrayed by his son and ultimately defeated by Earth's mightiest heroes, the Avengers.

Kang has no super powers, but with the plunder of centuries and galaxies to choose from and vast armies at his command, he has little need for them. His weapons are quite powerful, as is his armor, although we know little about them. He is a master of robotics, and has the ability to travel through time and space in ships of varying size.

A man of great capability with little to challenge him, Kang must create opportunities to keep from getting bored. He has a strong superiority complex, a giant ego, and is constantly on the lookout for worthy adversaries. His recent conquest of Earth ultimately failed at both enhancing his legend and preparing one of his sons to replace him at the head of his empire. And so once again Kang finds himself with all the time in the universe to reflect…and to plan.

*PA = Powered Armor

Wilson Fisk

Height: **6'7"**
Weight: **450 lbs.**
Eye Color: **Blue**
Hair Color: **Bald**
Species: **Human**

ABILITIES

Intelligence: 7
Strength: 3
Agility: 2
Speed: 2
Durability: 4

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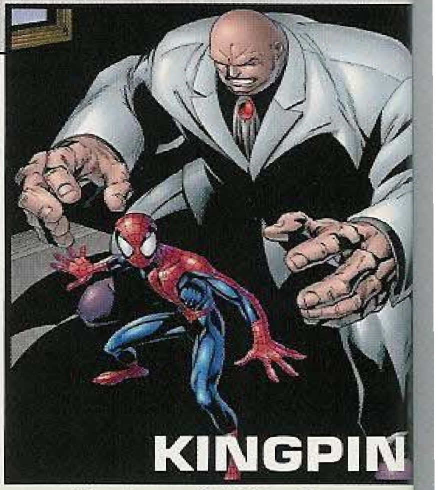


ACTIONS

Close Combat: 7
(Durability Bonus or Weapon Modifier)
– Sumo
– Hand-to-Hand
– Wrestling
– Martial Arts
Ranged Combat: 2
(Weapon Modifier)
– Handguns
– Custom Weaponry

Business Skills: 6
(Intelligence Bonus)
Leadership: 6
Social Skills: 7
– Socialite
– Professional Criminal
– Politics
– Underworld
– Gang Lifestyle
– Etiquette
– Streetwise

MODIFIERS

Wealth: (8)

Toughness: (+1)

EQUIPMENT

Diamond Stickpin: (+5)
vs. Durability, paralyze
Walking Stick Laser: (+5)
Enormous Wealth/Resources

Powerful Minions and endless supply of Goons
Many Legitimate Businesses
Well-defended Headquarters
Communications Network

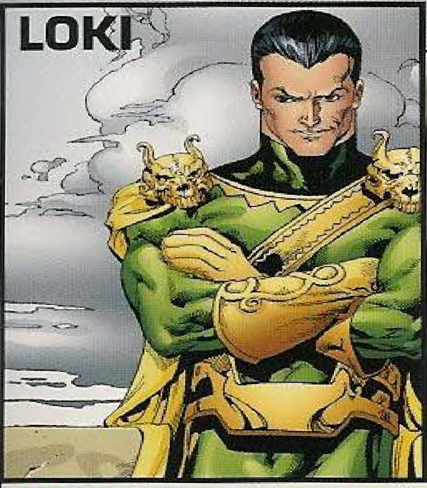
DESCRIPTION

Wilson Fisk committed his first murder at 12 and never looked back. He set out to conquer the crime world and built up his body and his mind in order to succeed. He stole books, educating himself, particularly in political science. He applied political techniques to organizing and directing groups of criminals, earning himself the nickname "The Kingpin of Crime." He invested his profits in legitimate businesses and has become a prominent member of New York society. Fisk has taken great care never to be connected to any of his crimes, and although many suspect him of being the Kingpin, he's never been convicted of a crime. Despite a variety of setbacks, often due to Daredevil or Spider-Man, Fisk now leads a coalition of crimelords and controls of most of the East Coast crime activity.

The Kingpin has no superhuman powers, although years of fanatical physical training and body building have developed his muscles to peak human strength. The Kingpin is an extraordinary hand-to-hand fighter in a wide variety of styles, including Sumo and martial arts.

Fisk is extremely intelligent and cunning, with no tolerance for failure. He's motivated by his desire to remain at the top and by his rivalry with Daredevil. Although he is respected (and feared) by most other crime bosses, Kingpin has had to defend his empire more than once when they mistakenly sensed weakness. He does have one weak spot, however: his love for his wife, Vanessa, for whom he once even attempted to give up crime.

LOKI



Loki Laufeyson

Height: **6'4"**
Weight: **525 lbs.**
Eye Color: **Green**
Hair Color: **Black-Gray**
Species: **Asgardian/ Jotunheimian**

ABILITIES

Intelligence: 5
Strength: 8
Agility: 5
Speed: 5
Durability: 7

⑦ ㉑

ACTIONS

Close Combat: 6
(Strength Bonus or Weapon Modifier)
- Sword Fighting
- Hand-to-Hand
- Dirty Tricks

Ranged Combat: 6
(Weapon Modifier)

Force Blast: 7
- Any Element

God-like Powers: 7
- Shape Change; Abilities can = Action #
- Imbuing objects or beings with specific powers (up to Loki's Action #)
- Healing, Magic, etc.

General Knowledge: 5
(Intelligence Bonus)
- Knowledge of Black Magic
- Knowledge of Curses
- Arcane Lore
- Ancient Artifacts

Telepathy/Mesmerism: 7
- Telepathic Communication
- Create Links with others
- Illusions
- Project Thoughts/ Control Others

Magical Travel: 7
- Teleportation
- Flight
- Astral Projection
- Dimension Walking

Social Skills: 10
- World's greatest liar

MODIFIERS

Immortal
Toughness: (+3)
Reflexive Dodge: (+3)
Team Affiliation: Asgard (exiled)
Wealth: (10)

EQUIPMENT

Enchanted Sword: (+4)

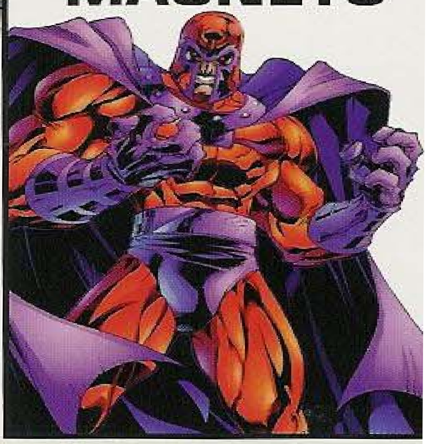
DESCRIPTION

Loki is the son of Laufey, king of the frost giants of Jotunheim, one of the Nine Worlds of the Asgardian cosmology. After Odin, ruler of Asgard, defeated the frost giants, he decided to raise Loki alongside his bloodson: Thor, the future God of Thunder. From the beginning, Loki was jealous of Thor. He studied the mystic arts, vowing to become the most powerful god in Asgard and destroy his foster brother. Loki's inclination toward disobedience earned him the nickname God of Mischief. But as his deeds grew increasingly malicious, he came to be known as the God of Evil. Loki has often attempted to destroy Thor and seize the throne of Asgard, only to be thwarted each time by Thor.

Aside from godlike physical attributes, Loki possesses the ability to manipulate magical forces, including flight, teleportation, energy projection and shape changing. He can imbue objects or beings with special abilities. Loki also possesses mental powers, including astral projection, hypnotism, illusions and thought-casting. Loki sometimes uses magical objects such as the Norn Stones or rare Asgardian herbs to enhance his own abilities or to induce a permanent magical transformation in others.

Loki is devious, malicious and evil. He wants two things more than anything else: to destroy Thor and to rule Asgard. To this end, he has allied himself with the enemies of Asgard and evil demons like Dormammu, and he has even endowed human villains with magical powers.

MAGNETO



Magnus

Height: **6'2"**
Weight: **190 lbs.**
Eye Color: **Bluish-Gray**
Hair Color: **Silver**
Species: **Mutant**

ABILITIES

Intelligence: 8
Strength: 1(9*)
Agility: 2
Speed: 2
Durability: 2

② ⑯(i)

ACTIONS

Mastery of Magnetism: 9
- Immune to effects of Magnetism.
- Can Manipulate Magnetic Forces and objects as if using Telekinesis
- Accumulate energies over time.
- *Can substitute Mastery for Strength

Close Combat: 5
(Strength Bonus or Weapon Modifier)

Ranged Combat: 3
(Weapon Modifier)
- Throw objects

Flight: 8
(via magnetic forces)

Telepathy: 1

Genetic Engineering: 7
(Intelligence Bonus)

Technology: 7
(Intelligence Bonus)

Leadership: 5

Social Skills: 5
- Royalty
- Revolutionary
- Conqueror
- Master Strategist
- Criminal

MODIFIERS

Mutant, Human appearance
Wealth: (8)
Mental Defense: (+2)
Team Affiliation:
Brotherhood of Evil Mutants, Ruler of Genosha

EQUIPMENT

Secret Base
Helmet: Mental Defense, blocks all Telepathy
Flexible Molecular-bonded metal costume: Defense **(+3)**
Skycraft, spacecraft, etc., at need

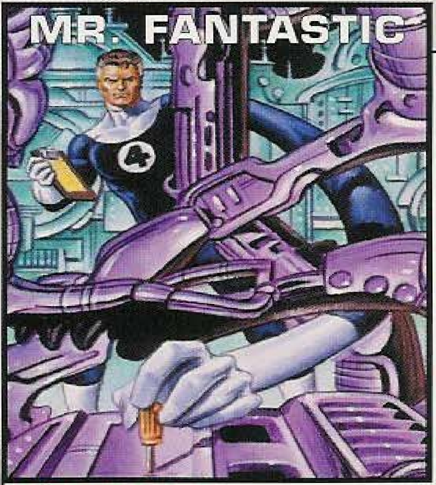
DESCRIPTION

As a survivor of Auschwitz, Magnus saw how brutally humans could treat minorities. And after the war, a mob of anti-mutant humans prevented Magnus from rescuing his daughter from a burning building. When he lashed out at them with his powers, killing them, his wife called him a monster and left him. Deeply embittered, Magnus went to Israel, where he met Charles Xavier, a young mutant telepath. Xavier believed that Homo sapiens and Homo superior could coexist, while Magnus believed humanity would oppress mutants as it did all minorities. The two wen their separate ways. Magnus reemerged as Magneto and attacked humanity with his Brotherhood of Evil Mutants. He's repeatedly tried to conquer the world, only to be stopped by the X-Men.

Magneto can manipulate magnetic fields, both natural and artificial, giving him incredible amounts of power. He possesses minor telepathic skills, such as the ability to create a mental barrier and to read minds at a basic level. He is an expert on genetic engineering and mutation.

Magneto is devoted to protecting Homo superior. Although there have been periods when he followed the peaceful path of coexistence (he even ran Xavier's Institute for a while), for the most part Magneto remains committed the eventual conquest of humanity by any means necessary. He has even attempted to enlist members of the X-Men to his side, by plots or emotional appeal.

MR. FANTASTIC



Reed Richards

Height: **6'1"**
Weight: **180 lbs.**
Eye Color: **Brown**
Hair Color: **Brown with gray temples**
Species: **Mutagenic**

ABILITIES

Intelligence: 9
Strength: 2
Agility: 3
Speed: 2
Durability: 3

③ ⑱(i)

ACTIONS

Close Combat: 3
(Agility Bonus or Weapon Modifier)
- Hand-to-Hand
- Combat using Stretching
- Trained by Thing

Ranged Combat: 1
(Weapon Modifier)
- Exotic Weapons and Rays

Stretching: 8

General Knowledge: 8
(Intelligence Bonus)
- Most Scientific Areas
- Alien Science

Inventing: 8
(Intelligence Bonus)

Technology: 8
(Intelligence Bonus)

Leadership: 4

Social Skills: 3
- Academia
- Scientific Community

MODIFIERS

Toughness: (+3)
Reflexive Dodge: (+3)

Team Affiliation: Fantastic Four
Wealth: (3)
Mutagenic, human appearance

EQUIPMENT

Costume of Unstable Molecules: Defense **(+1)**
Fantasticar
Pogo Plane
Advanced Lab
Communicator

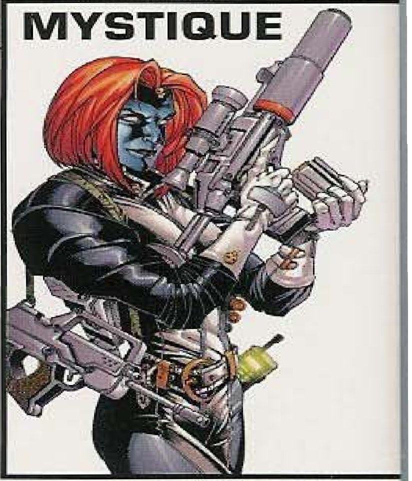
DESCRIPTION

Reed Richards is perhaps the greatest scientific mind in history. While testing his experimental starship, Reed, his fiancée Susan Storm, her brother Johnny and pilot and friend Ben Grimm were bombarded with cosmic rays, resulting in mutagenic changes. Realizing that each of them now had super powers, Reed convinced them to use their powers for the good of humanity. Since that day, the world-famous Fantastic Four have saved the Earth from numerous threats. They've fought Doctor Doom and saved the world from Galactus. They made Earth's first contact with the Skrulls and the Kree. They discovered the parallel dimension called the Negative Zone, and unearthed the hidden civilization of the Inhumans on the Blue Area of the Moon.

Reed took the name Mr. Fantastic because of his ability to stretch himself into any shape to any distance up to 1,600 feet. He can thin his body into a parachute. He can dodge most attacks or absorb the impact of any type of projectile and bounce it back like a trampoline. He can make himself virtually impervious to laceration or punctures.

Mr. Fantastic would rather adventure or bury himself in his lab than worry about mundane things such as paying bills or paying attention to his wife Sue and their children, Franklin and Valeria. Reed spent most of his inheritance on his first spacecraft and uses the money he gets from his patents to finance his inventing and experimentation. But his intellectual arrogance has been tempered by an awareness of the mistakes he's made, and he now tries hard to be a good husband, father and team leader.

MYSTIQUE



Raven Darkholme

Height: **5'10"**
Weight: **142 lbs.**
Eye Color: **Yellow**
Hair Color: **Red**
Species: **Mutant**

ABILITIES

Intelligence: 3
Strength: 2
Agility: 2
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Shape Shifting: 8

Ranged Combat: 5
(Weapon Modifier)
- Handguns
- Rifles
- Assault Weapons
- Machine Guns
- Sniper's Rifle

Close Combat: 4
(Agility Bonus or Weapon Modifier)
- Multi-Style
- U.S. Military Training
- Brotherhood Training
- CIA Training

Leadership: 6

Black Ops: 6
- Covert Operations
- Surveillance
- Infiltration
- Terrorism
- Identity Theft
- Counterintelligence

Actress: 4

Technology: 3
(Intelligence Bonus)

Social Skills: 6
- Professional Criminal
- Underworld
- Military Protocol
- Streetwise
- Hacker
- Political Culture

MODIFIERS

Mutant, human appearance possible. Hair black as Raven. Skin blue as Mystique.

Team Affiliation:
Brotherhood of Evil Mutants
Wealth: (2)

EQUIPMENT

Communicator
Automatic pistol: (+4)
(custom)

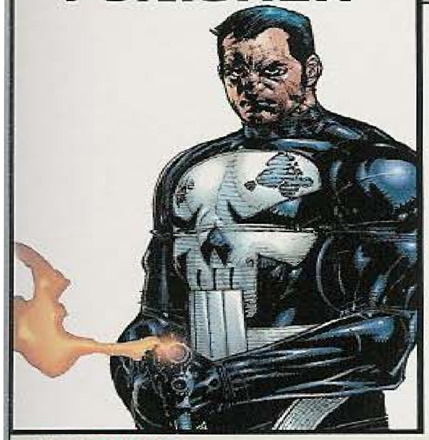
DESCRIPTION

For most of her shadowy life, Mystique has waged a one-woman war against humanity. As Raven Darkholme, she infiltrated the U.S. government at its highest levels, operating undercover to further her terrorist agenda. She formed the second Brotherhood of Evil Mutants and attempted to assassinate anti-mutant Senator Kelly. When anti-mutant sentiment reached a fever pitch, she renamed her team "Freedom Force" and went to work for the government, sealing the deal by bringing Magneto to justice. Recently, she tried to wipe out Homo sapiens by releasing a new strain of a lethal mutant plague that targeted humans.

Mystique can psionically shift the atoms and molecules of her body and clothing to mimic the appearance of any human or humanoid of either sex. Her control is so precise that she can exactly duplicate a person's retina, finger, palm and skin-pore patterns and even vocal cords to match voiceprints. However, she can't diminish or increase her mass, and she can't duplicate the powers of a person she imitates.

Mystique is motivated entirely by her hatred for humanity. In her pursuit of that goal, she will lie, kill, betray her teammates and make alliances with the enemy, whether it be the X-Men or the government. The only loyalty she ever exhibited was to her closest friend, the now-deceased, blind mutant seer Destiny, and to Rogue, whom she took care of until Rogue joined the X-Men.

PUNISHER



Frank Castle

Height: **6'1"**
Weight: **200 lbs.**
Eye Color: **Blue**
Hair Color: **Black**
Species: **Human**

ABILITIES

Intelligence: 3
Strength: 3
Agility: 3
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 7
(Agility Bonus or Weapon Modifier)
- Marine Training
- Hand-to-Hand
- Knife Fighting
- Martial Arts

Ranged Combat: 7
(Weapon & Targeting Modifiers)
- Special Weapons
- Knife-throwing
- Small Arms
- Sniper Rifles
- Assault Weapons
- Heavy Weapons

Special Ops.: 6
- LRP Recon
- SEAL
- UDT

Vehicles: 6
- Light Vehicles
- Heavy Vehicles
- Military Vehicles
- Helicopters
- Military Aircraft
- Watercraft

Social Skills: 4
- Military Protocol
- Police Procedures
- Underworld Culture
- Asian Languages/Culture

MODIFIERS

Reflexive Dodge: (+2)
Targeting: (+2)

Team Affiliation: None
Wealth: (0) gets what he needs from friends...and enemies

EQUIPMENT

M16 .223 Auto Rifle: (+4) (30 rds)
Sterling Mk.6 9mm semi-auto rifle: (+3) full auto conv. (34 rds)
Browning Llama 9mm auto pistol: (+3) (14 rds)
.45 caliber auto pistol: (+3) conv. to 9mm (14 rounds)
.223 Derringer: (+2) (4 rds)
Gerber Mk II Combat Knife: (+2)
Fragmentation Grenades: (+2) area effect
Concussion Grenades: (+4) area effect vs. Durability, stun
Tear Gas Grenades: (+2) area attack vs. Durability to disable
Kevlar Armor: Defense **(+1)**
Armored Combat Van
Mines, bombs, and tools
(Note, he only uses 2 types of ammo, 9mm and .223. He gets 6 of each grenade per mission.)

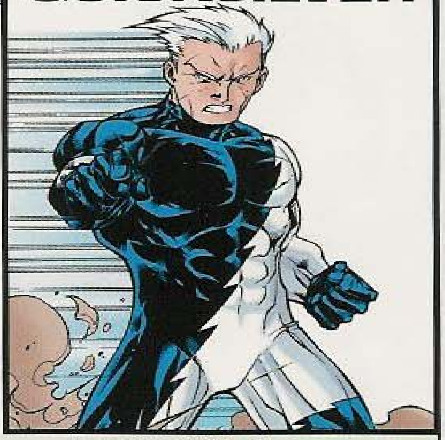
DESCRIPTION

Captain Frank Castle (Castiglione) was a career U.S. Marine who served five years in Vietnam. After mobsters killed his family during a picnic in Central Park, he went underground to wage a one-man war on crime that continues to this day.

The Punisher is in peak physical condition and an expert in all forms of firearms. He is a thoroughly seasoned combat veteran with special combat training and exceptional skills. He's been awarded two Bronze Stars, two Silver Stars and four Purple Hearts, and is well versed in the arts of warfare and hand-to-hand combat.

The Punisher is merciless, ruthless and thorough. He roots out entire organizations and kills everyone involved, although he goes to extreme lengths to avoid hurting the innocent. The Punisher has dedicated his entire existence to his war on crime, and he doesn't take any prisoners. He left fear behind long ago, and he's not afraid to take some damage. The Punisher is willing to make temporary alliances with other super heroes when their goals are the same, but just because they're on the same team, that doesn't mean he's willing to play by their rules. Once the Punisher has a target in his sights, it's unlikely they'll see the inside of a prison cell.

QUICKSILVER



Pietro Maximoff

Height: **6'0"**
Weight: **175 lbs.**
Eye Color: **Blue**
Hair Color: **Silver**
Species: **Mutant**

ABILITIES

Intelligence: 4
Strength: 4
Agility: 5
Speed: 10*
Durability: 5

⑤ ⑮

ACTIONS

Close Combat: 3
(Speed Bonus or Weapon Modifier)
- Avengers Training
- Hand-to-Hand
- Using Speed in Combat

Ranged Combat: 1
(Weapon Modifier)

Vehicles: 3
- Light Vehicles
- Avengers Quinjet

Leadership: 4

Social Skills: 4
- Gypsy Culture
- Group Cultures
- Criminal
- Government Ops Protocol

*Use Speed instead of Agility to determine order of Actions. Use Speed of 10 to create cyclone gusts up to 5 stones. Run up walls or across water at Speed 7 or more.

MODIFIERS

Mutant, Human appearance
Reflexive Dodge (+4)

Team Affiliation: Avengers
Wealth: (1)

EQUIPMENT

None

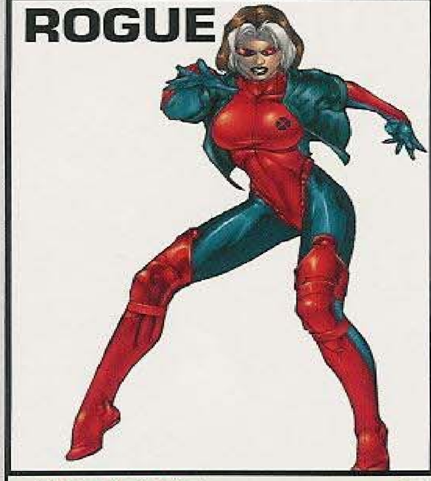
DESCRIPTION

Raised by gypsies in Europe, Pietro Maximoff and his sister, Wanda, never knew their real parents. They lived on the run, alternately fleeing townspeople who hated gypsies or who hated mutants. The two were captured and about to be killed when they were rescued by Magneto. Pietro and his sister joined the Brotherhood of Evil Mutants out of a sense of obligation...and fear. As members of the Brotherhood, they were renamed Quicksilver and the Scarlet Witch. They aided Magneto in his battles against humanity and the X-Men. They didn't yet know that he was their father, nor did he know that they were his children. When the Brotherhood broke up, Quicksilver and the Scarlet Witch joined the Avengers.

Quicksilver has the power to think and move at superhuman speeds. His entire body is adapted for the rigors of high-speed running, including superhuman strength, mostly in his lower body. His reaction time is about five times faster than a normal human's and his brain processes information at an equally fast rate.

Betrayed by his father into a life of crime, but equally disturbed by humanity and their fear of mutants, Pietro has never felt truly at home anywhere. The frustration of constantly waiting for the rest of the world to catch up is overwhelming. He is elitist, arrogant and defensive. There is often friction between him and his fellow teammates. His marriage to the Avenger, Crystal, and the birth of their child, Luna, has caused him as much pain as it has joy. Other than his relationship with Wanda—which turned rocky when she married the Vision, an android—there's been nothing in his life Quicksilver has been able to fully trust.

ROGUE



Unrevealed

Height: **5'8"**
Weight: **142 lbs.**
Eye Color: **Green**
Hair Color: **Brown with white streaks**
Species: **Mutant**

ABILITIES

Intelligence: 3
Strength: 8
Agility: 5
Speed: 5
Durability: 4

④ ⑫

ACTIONS

Steal Superpower
Close Combat: 3
(Strength Bonus or Weapon Modifier)
- X-Man Multi-Style

Flight: 5
Ranged Combat: 2
(Weapon Modifier)
Leadership: 4
Social Skills: 4
- Streetwise
- Blue Collar
- Professional Criminal

MODIFIERS

Toughness: (+8) Nullifies Armor Penetration, No 2x Damage from Firearms or Projectiles
Mutant, Human appearance
Team Affiliation: X-Men
Wealth: (0)
Mental Defense: (+1)

EQUIPMENT

X-Man Communicator
Gloves, body covering to avoid accidental contact

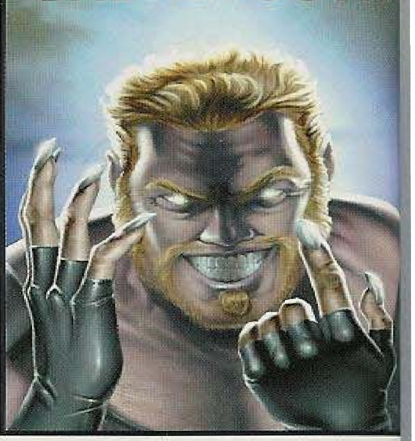
DESCRIPTION

When adolescent Rogue innocently kissed Cody Robbins, her head flooded with his stolen memories and she left him unconscious. She knew she'd become a danger to her family and friends, especially in a world that hated mutants. So she ran away, eventually meeting Mystique, who adopted her as a daughter. But life with the Brotherhood of Evil Mutants didn't bring her peace. After Rogue permanently absorbed Ms. Marvel's powers and psyche, her suffering became too much to bear. She went to the one person who could help her: Charles Xavier. To her surprise, Rogue found more than just help: she found a home, and a family, with the X-Men.

Rogue's mutant power causes her to absorb the memories and abilities of anyone she touches. If any part of Rogue's skin touches anyone else for one second, Rogue steals their powers and memories for one minute. For as long as Rogue has their powers, her victims do not. Prolonged contact results in permanent transfer. Rogue's strength, invulnerability and flight came from such a contact with Carol Danvers, the original Ms. Marvel. This is why Rogue always wears gloves.

From the outside, Rogue looks like she's got it all. Beautiful, powerful, invulnerable. On the inside, she's filled with pain and loneliness. She can never share the warmth of an embrace, never taste a lover's kiss. Merely to touch another is to steal that which they hold most dear. Despite this handicap, Rogue has fallen in love—with her fellow teammate on the X-Men, Gambit—a love they can never consummate. Rogue is constantly under attack from the shredded psyches of everyone she's ever touched which float around inside her head, tormenting her. But somehow she keeps it all together, so that when her teammates need her, there is no one more loyal, nor more courageous, than Rogue.

SABRETOOTH



Victor Creed

Height: **6'6"**
Weight: **275 lbs.**
Eye Color: **Amber**
Hair Color: **Blond**
Species: **Mutant**

ABILITIES

Intelligence: 3
Strength: 4
Agility: 4
Speed: 3
Durability: 5

⑤ ⑮

ACTIONS

Close Combat: 7
(Agility Bonus or Weapon Modifier)
- Hand-to-Hand
- Weapon X Training
- Military Training

Ranged Combat: 2
(Weapon Modifier)
Hunting/Tracking: 6
- Stalking
- Outdoor Survival
- Spot/Set Ambush
- Spot/Set Traps

Vehicle Operation: 5
- Any type

Black Ops: 5
- Covert Operations
- Assassination
- Counterinsurgency
- Infiltration
- Extraction

Social Skills: 5
- Military Protocol
- Professional Criminal
- Weapon X Protocol
- Underworld
- Streetwise

MODIFIERS

Mutant, can appear human
Team Affiliation: The Brotherhood of Evil Mutants
Accelerated Healing Factor: Heal 1 white stone per 2 Panels, Regenerate 3 red stones per 2 white stones per Panel
Wealth: (3)
Adamantium Skeleton, Indestructible
Claws: (+2)
Reflexive Dodge: (+1)
Animal Senses: (6)
Enhanced Vision: (1), Infrared

EQUIPMENT

None

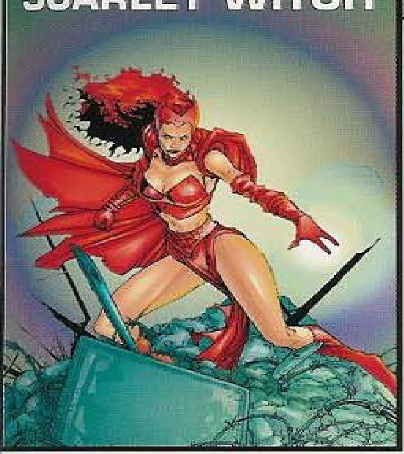
DESCRIPTION

Sabretooth is the ultimate predator, driven by a psychotic need to kill. What he didn't get from his father's brutal abuse, he learned as a special operative with the CIA and as a twisted pawn of the Weapon X project. His bloody career has included membership in the Brotherhood of Evil Mutants and Mr. Sinister's Marauders, with whom he helped slaughter the Morlocks. Through the years, Sabretooth has had plenty of opportunities to match claws with his mortal enemy (and former CIA partner), Wolverine. As a professional assassin, his talents are always needed somewhere in the world, and Victor Creed is a man who knows his own worth.

With razor-sharp teeth and claws, and superhuman senses of sight, hearing, smell and taste, Sabretooth is designed for the hunt…and the kill. Throw in an adamantium-laced skeleton and an accelerated healing factor that lets him recover from wounds and fatigue at an astonishing rate and you have an unstoppable killing machine.

Sabretooth is ruthless and vicious. When the bloodlust is upon him, he is more animal than man. But there is another side to Creed. He can be shrewd and calculating. Dressed in a designer suit, you might mistake Victor Creed for a lawyer or a businessman. Until you looked into his eyes. He's impossibl to intimidate. If he follows an order or accepts a job, it's because he chooses to. The only person who tells Sabretooth what to do is Sabretooth. You got a problem with that?

SCARLET WITCH



Wanda Maximoff

Height: **5'7"**
Weight: **130 lbs.**
Eye Color: **Blue**
Hair Color: **Hazel**
Species: **Mutant**

ABILITIES

Intelligence: 3
Strength: 1
Agility: 2
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Hex Spheres: 9
Close Combat: 3
(Agility Bonus)
- Avengers Training

Ranged Combat: 1
(Weapon Modifier)

Healing, Medical: 3
Vehicles: 4
- Piloting Quinjet

Social Skills: 4
- Gypsy Culture
- Professional Criminal
- Occult

MODIFIERS

Mutant, Human appearance
Team Affiliation: Avengers
Wealth: (1)

EQUIPMENT

Communicator

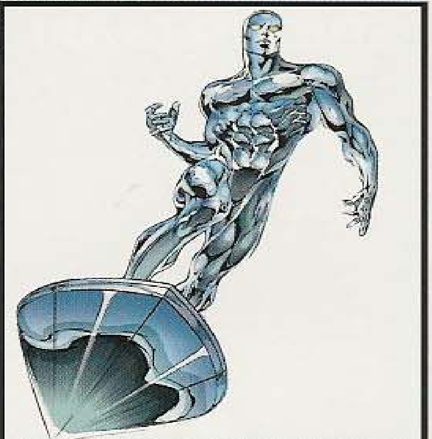
DESCRIPTION

Although she was born a mutant, Wanda Maximoff was also imbued with magical powers by a chaos-demon when she was a child. Her subsequent ability to create chaotic hex spheres nearly cost her and her brother Quicksilver their lives when she set a house on fire. They were rescued by Magneto and joined his Brotherhood of Evil Mutants. They aided Magneto in his battles against humanity, still unaware that he was their father. After the Brotherhood broke up, the pair joined the Avengers and helped defeat their father. Wanda has been with the Avengers on and off ever since.

Wanda has the ability to affect probability fields. By creating hex-spheres (which are finite pockets of reality-disrupting psionic force) Wanda can cause random disturbances in the molecular-level probability fields surrounding her targets. This causes unlikely phenomena to occur. It is a very chaotic, though powerful, ability. Gun barrels melt, metal rusts away in moments and things burst into flame. Until recently, Wanda's power was unreliable. But with the help of a true witch, Agatha Harkness, Wanda has gained a greater degree of control over her hex-spheres, and if she takes time to prepare, she can cast her power to achieve specific results.

Wanda has always searched for stability and control, but her life has been as chaotic as her hex-spheres. Her marriage to the android Avenger, the Vision, created a rift with her brother. After a possessed Vision tried to take over the world, he was dismantled, leaving her devastated. She later fell in love with Wonder Man, who then sacrificed his life to save the world, leaving her heartbroken once more. Just as Wanda has gained more control over her powers, she has taken more control of her life and the world around her. She has made the Avengers her family, and even though she can still feel like an outsider on occasion, she has learned to count on their trust and unconditional friendship.

SILVER SURFER



Norrin Radd

Height: **6'4"**
Weight: **Unknown**
Eye Color: **White**
Hair Color: **No Hair**
Species: **Zenn-Lavian, Mutagenic**

ABILITIES*

Intelligence: 3
Strength: 10
Agility: 4
Speed: 6
Durability: 8

⑧ ㉔

ACTIONS

The Power Cosmic: 9
The Power Cosmic lets the Surfer change his Ability/Action Numbers at will, or do any Physical or Magical Action. May not be improved by lines.
(Cost Level = Action # + 13)

Flying: 6
Close Combat: 4
(Strength Bonus and Weapon Modifier)
- Fighting while flying

Social Skills: 4
- Negotiation
- Herald to Galactus
- Dealing with Humans
- Zenn-La Culture

MODIFIERS

Appearance: Silvery
Toughness: (+4)
Reflexive Dodge: (+4)
Team Affiliation: Defenders
Wealth: N/A
Extended Life Span
Self-Contained Life Form

*Note–Abilities are given at their "at rest" status since he can rearrange them at will.

EQUIPMENT

Surfboard: Flight at 10+ (free stones) Indestructible, of unknown composition. Psionically linked with the Surfer's mind.

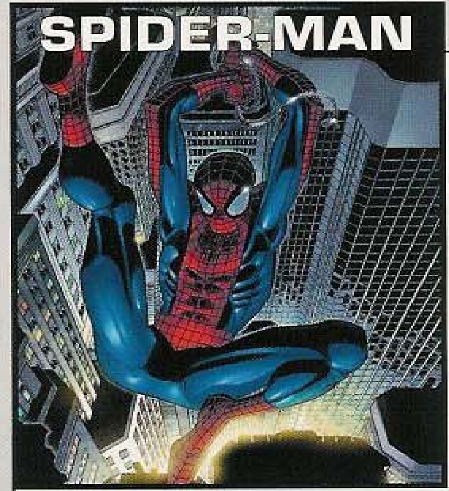
DESCRIPTION

Norrin Radd was a scientist on the utopian world of Zenn-La when Galactus entered their solar system, looking for planets to consume in order to survive. In return for Galactus sparing Zenn-La, Radd volunteered to become his herald, searching out worlds for the immense being to ingest. Galactus altered Radd's body for the task, giving him a tiny portion of his cosmic power. He covered Radd in a flexible, silvery substance capable of withstanding the rigors of space and gave him a star-faring surfboard with which to search for planets. When the Silver Surfer encountered Earth, however, he became convinced that it was worth saving and defied Galactus. As punishment, Galactus exiled him to Earth. The Surfer later escaped with Reed Richards' help, and took to soaring the spaceways as a universal protector.

The Power Cosmic allows the Silver Surfer to rearrange his (or any other) molecules, thereby increasing his abilities at will and giving him the power to do just about anything, from healing to traveling in hyperspace. He travels on an indestructible surfboard which responds to his thoughts. His cosmic awareness allows him to sense energy around him.

Norrin Radd always had a restless, adventurous soul, even before he left Zenn-La. Perhaps because of the nature of the Power Cosmic, or because of something within him, the Silver Surfer has a special connection to all living things. He values life and abhors that which destroys it. He is frequently philosophical, though he usually keeps his deeper thoughts to himself. And when the peril is great, and the cause is just, then the Silver Surfer can be counted on to wield the Power Cosmic and do what's right.

SPIDER-MAN



Peter Parker

Height: **5'10"**
Weight: **165 lbs.**
Eye Color: **Brown**
Hair Color: **Brown**
Species: **Mutagenic**

ABILITIES

Intelligence: 7
Strength: 5
Agility: 6
Speed: 5
Durability: 4

④ ⑫

ACTIONS

Wall-Crawling: 5
(Agility Bonus)

Ranged Combat: 4
(Web Shooter Modifier)

Close Combat: 2
(Agility & Strength Bonus or Weapon Modifier)
- Hand-to-Hand
- Martial Arts

Technology: 6
(Intelligence Bonus)

Photography: 3
(Intelligence or Agility Bonus)

Web-Slinging: 5
(Agility Bonus)

Acrobatics: 6
(Agility Bonus)

Inventing: 1
(Intelligence Bonus)

Social Skills: 1
- Scientific Community

MODIFIERS

Reflexive Dodge: (+3)

Prescience: May change stone allocation after enemy attack revealed

Healing Factor: Heal 1 white stone per hour; Regenerate 3 red stones per 2 white per Panel.

Wealth: (–1)

EQUIPMENT

Web Shooters: (+6)
100 stones of fluid use.
If you get through defense, you web opponent.

Web Fluid: 26 canisters @ 100 stones per canister

Camera: (3 Panels to setup to photograph self in action.)

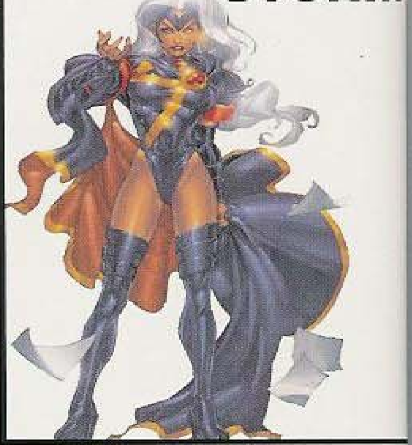
DESCRIPTION

Bitten by a radioactive spider, high-school student Peter Parker gained the proportionate strength and agility of a spider. But instead of using his powers for good, Peter saw them as a chance to earn fame and fortune. He failed to use his new powers to stop a thief, and days later, that same burglar killed his Uncle Ben. Peter learned that "with great power there must also come great responsibility," and Spider-Man was born. Even though he's slandered by the press and wanted by the police, over the years "your friendly neighborhood Spider-Man" has protected New York from villains like the Green Goblin, Venom and Doctor Octopus.

Spider-Man has superhuman strength, agility and speed. He can cling to almost any surface and crawl on walls. His "spider-senses" warn him of impending danger, and his metabolism recovers from fatigue and heals from injuries at a rapid rate. Highly intelligent, Peter Parker invented his wrist-mounted Web Shooters and the web fluid they shoot. The webbing hardens when it touches the air, forming an extremely tough, flexible fiber with extraordinary adhesive qualities that dissolves over time.

Peter learned the hard way that when his enemies can't get at him, they get at those he cares most about. For their protection, Peter has to lie about who he is, juggling his life as a superhero, his job and his love life…with disaster waiting if he ever drops the ball. But no matter what life throws at him, Spider-Man keeps on swinging. He faces every challenge with a wisecrack, and he continues to use his great powers to make the world a safer place.

STORM



Ororo Munroe

Height: **5'11"**
Weight: **159 lbs.**
Eye Color: **Blue**
Hair Color: **White**
Species: **Mutant**

ABILITIES

Intelligence: 4
Strength: 2
Agility: 2
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Mastery of Weather: 7
- Immunity to effects
- Create/Manipulate Weather
- Lightning 2x Damage
- Accumulate Energy

Flight: 5

Leadership: 6

Thieving: 4
(Agility Bonus)
- Lockpicking
- Moving silently
- Hiding
- Shadowing people

Close Combat: 5
(Agility Bonus or Modifier)
- X-Man Multi-Style

Ranged Combat: 5
(Weapon Modifier)
- Knives
- Handguns
- Rifles

Social Skills: 4
- African Cultures
- Linguistics
- Streetsmart
- Professional Criminal

Gardening: 3

MODIFIERS

Mutant, Human appearance
Claustrophobia, extreme

Team Affiliation: X-Men
Wealth: (1)
Mental Defense: (+1)

EQUIPMENT

Kevlar Armor: Defense **(+1)**

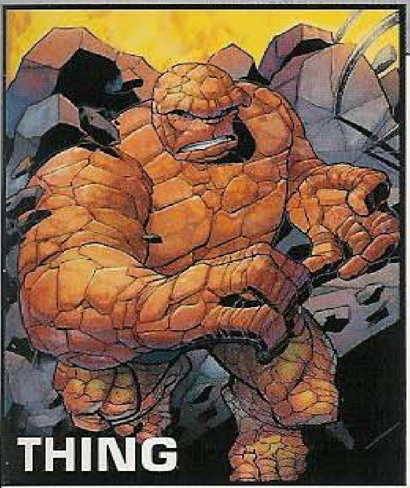
X-Man Communicator

DESCRIPTION

Orphaned when she was five, Storm grew up as a homeless thief on the streets of Cairo. Years later, when her mutant power to control the weather emerged, she journeyed south to her ancestral homeland in the Serengeti. The local tribes worshipped her as a goddess, as they had her ancestors. She joined the X-Men when Professor X recruited her to help rescue the original team. Proud and noble, yet tough and street-smart, she shares leadership of the team with Cyclops.

Storm has the mutant ability to manipulate the weather. She can summon lightning bolts and cause it to rain or snow. By generating intense gusts of wind, she can create powerful effects like hurling hail at her opponents or blinding them with stinging rain or fog. She can even fly by creating and controlling the wind itself. If she spends enough time and energy, she can create massive effects like hurricanes or tornadoes. On a more down-to-earth level, she's a skilled thief and extraordinary lock-pick and an excellent hand-to-hand combatant thanks to Wolverine's training. Storm is also a superb marksman although she's unlikely ever to use a gun.

Ever since she left Africa, Storm has had to cope with being hated and feared as a mutant, rather than worshipped as a goddess. She's had to deal with walls of steel and glass instead of the wide open plains of the Serengeti. And she still suffers from severe claustrophobia, caused by being buried under rubble next to her mother's dead body. Yet through it all, she's managed to maintain her serenity. The X-Men have become the family she never knew, and she has become their calm center in a stormy world.



Ben Grimm

Height: **6'0"**
Weight: **500 lbs.**
Eye Color: **Blue**
Hair Color: **None**
Species: **Mutagenic**

ABILITIES

Intelligence: 3
Strength: 9
Agility: 3
Speed: 3
Durability: 6

⑥ ⑱

ACTIONS

Close Combat: 7
(Strength Bonus and Weapon Modifier)
- Hand-to-Hand
- Boxing
- Olympic Wrestling
- Professional Wrestling
- Streetfighting
- Large Objects

Ranged Combat: 7
(Weapon Modifier)
- Thrown Objects

Technology: 4

Vehicles: 8
- Ground Vehicles
- Prop Aircraft
- Jet Aircraft
- Starships
- Motorcycle Stunts
- Sailing Ships
- Test Pilot
- Mr. Fantastic's devices

Social Skills: 3
- Streetwise
- Celebrity
- Sports/Football

MODIFIERS

Appearance: Orange, flexible, rock-like hide. 4 fingers/hand; 4 toes/foot, no outer ears.

Team Affiliation: Fantastic Four

Toughness: (+6) Nullifies Armor Penetration, No 2x Damage

Wealth: (2)

EQUIPMENT

Communicator

DESCRIPTION

Benjamin Jacob Grimm had come a long way from the slums of Yancy Street to the pilot's seat of the first experimental starship capable of interstellar travel. Along with his friend and college roommate, Reed Richards, Reed's fiancée Sue Storm and her brother Johnny, Ben was about to make history. And that's exactly what happened, although not quite the way they expected. Intense cosmic rays bombarded the ship, mutagenically changing all aboard. After a crash landing, Ben found he'd become a hideous, orange-skinned monster, a Thing. When egghead Reed suggested they use their fantastic superpowers for the good of the world, Ben grumpily joined the rest of the Fantastic Four. What else was he gonna do?

The Thing possesses superhuman durability and strength. Originally, his skin was a tough orange hide, but it has since evolved into a flexible, interlocking network of stony plates strong enough to withstand armor-piercing bazooka shells. Despite his rock-hard exterior, the Thing remains susceptible to colds, disease and emotional stress.

Over the years, Ben has grown more accustomed to his fate. Even though he's a celebrity, people sometimes make him feel like a monster. He still goes through periods of self-pity or self-loathing, and he has never really given up hope that someday Reed will find a cure. But then he gets that twinkle in his eyes, plays a silly practical joke on Johnny Storm and remembers that he's Ben Grimm, Yancy Street's own true blue hero with a heart of gold, the irrepressible, unstoppable, ever-lovin' Thing.

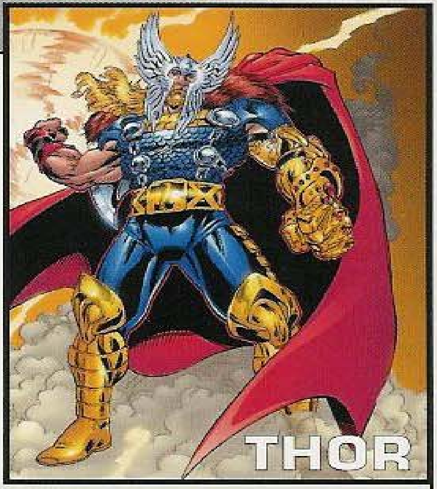
God of Thunder

Human form/Thor
Height: **5'10"/6'6"**
Weight: **127 lbs./640lbs.**
Eye Color: **Blue**
Hair Color: **Blond**
Species: **Asgardian**

ABILITIES

Intelligence: 4/4
Strength: 2/10
Agility: 2/5
Speed: 2/5
Durability: 2/6

② ⑥ ⑥ ⑱



ACTIONS

Close Combat: 1/7
(Strength Bonus and Weapon Modifier)
- Asgardian Arts of War
- Hand-to-Hand
- War Hammer
- Most Asgardian Weapons
- Most Human Weapons

Medical Skills: 5/0

Ranged Combat: 1/7
(Weapon Modifier)
- Hammer Throwing

Leadership: 0/5

Social Skills: 5
- Medical Societies (Human)
- Asgardian Politics (Thor)
- Godlike Demeanor (Thor)

MODIFIERS

Appearance: Human, or Godlike Beauty as Thor

Immortal

Wealth: NA

Toughness: (0)/(+6)

Reflexive Dodge: (0)/(+2)

Team Affiliation: Avengers, Gods of Asgard

EQUIPMENT

The Hammer Mjolnir: The enchanted hammer Mjolnir, made of mystic Uru metal, is nearly indestructible. The mallet derives its powers from Odin's six enchantments: **1.** No living being, unless worthy, may lift it. **2.** It always returns to the exact spot from which it was thrown. **3.** It channels Thor's ability to control the elements of storm and project mystical energy. **4.** It allows its wielder to open transdimensional portals. **5.** It enables Thor to transform himself into human form. **6.** It grants its user the power of flight. **Note**: All stones used by the Hammer are free.

- **Combat: (+8)** stones, 2x Damage. May do stun damage.
- **Flight: 7**
- **Teleportation: 10** (in the form of swirly portals)
- **Weather Control: 8** Area Attack, Accumulate Power, Lightning Blast

Magic Belt: Strength **(+2)** but –2 afterwards for a day)

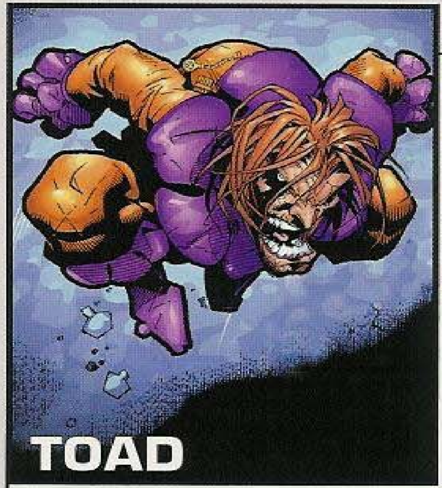
Magic Chariot, Speed: 10 in times of need

DESCRIPTION

There's never a dull moment when you're the son of Odin, the All-Father. After Thor nearly started a war with the Frost Giants, Odin exiled him to Earth without his memory as the handicapped mortal Dr. Donald Blake to teach him a lesson in humility. If that weren't enough turmoil for one immortal lifetime, Thor has had to share his persona with mortals more than once! Then there's Loki, Thor's adopted brother, who has spent his life scheming to kill Thor and seize Odin's throne. When Thor's not occupied in Asgard, the home of the Norse gods, he's down here in Midgard (Earth), serving as an Avenger and protecting us mere mortals.

As the immortal son of Odin, Thor's strength and durability are greater than the vast majority of his race. His enchanted Uru hammer, Mjolnir, lets Thor control weather, project energy, open portals, fly and change to human form.

Thor has come to love humanity, and cares what happens to mortals. He is often frustrated by his duality: when he's in Asgard, he can't protect his people on Earth; when he's in Midgard, he is abandoning his duties to Asgard. Not to mention the fact that his enemies keep bringing their battles to Midgard and threatening the lives of mortals.



TOAD

Mortimer Toynbee
Height: **5'8"**
Weight: **260 lbs.**
Eye Color: **Brown**
Hair Color: **Red-Brown**
Species: **Mutant**

ABILITIES

Intelligence: 3
Strength: 4
Agility: 4
Speed: 4
Durability: 4

④ ⑫

ACTIONS

Close Combat: 4
(Strength Bonus or Weapon Modifier)
- Kickboxing
- Brotherhood Training

Tongue Whip: 3
(Weapon Modifier)

Wall-Crawling: 5
(Agility Bonus)

Technology: 6
(Intelligence Bonus)

Vehicles: 5

Inventing: 2
(Intelligence Bonus)

Ranged Combat: 2
(Weapon Modifier)

Leadership: 1

Social Skills: 1
- Professional Criminal

MODIFIERS

Mutant

Team Affiliation:
The Brotherhood of Evil Mutants

Wealth: (0)

Animal Senses: (5)

Slime: Sticky substance causes paralysis if damage done in close combat/tongue whip. Duration = 1 Panel/stone damage.

Reflexive Dodge: (+2)

Tongue: (+1)

EQUIPMENT

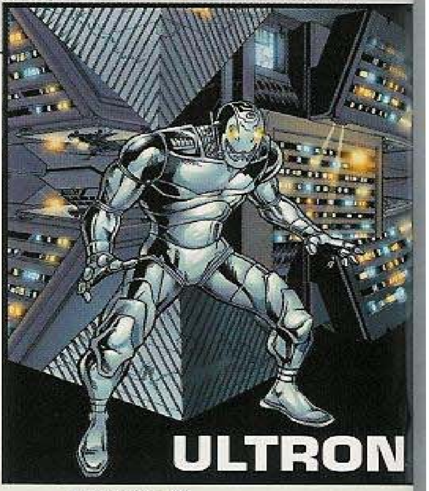
Cell-Phone

DESCRIPTION

Mortimer Toynbee grew up in an orphanage where he was tormented constantly for his freakish appearance. Desperate for affection, Mortimer would unquestioningly follow anyone he thought cared about him. He thought he'd found a home with Magneto and his Brotherhood of Evil Mutants. But even there he suffered derision and abuse. When Magneto abandoned Toad after they were captured by an alien, Toad came to hate Magneto and in turn left him to die in an explosion. Toad's wild ride has taken him into outer space and to other dimensions. He picked up a variety of skills along the way, and when he finally returned to Earth, it was a more confident Toad who led an incarnation of the Brotherhood of Evil Mutants.

Toad's mutant physique gives him superhuman lower body strength and leaping ability. He is a vicious kickboxer. He is able to manipulate his tongue the same way a real toad can, most often using it like a whip. And he can secrete a sticky substance from his pores that paralyzes his victims. Thanks to his experiences and adventures, Toad has surprising skill with vehicles and advanced technology.

When Toad first joined Magneto's Brotherhood of Evil Mutants, he was a pathetic, sniveling toady who would do anything he was told. But over the years, Toad has grown into his own man. He's learned exactly what he's capable of. His physical changes have also increased his sense of confidence and self-esteem. While he's still willing to follow other super villains, he now does so as a meaner, more dangerous individual, ready to fight back at mistreatment rather than blindly accept it.



ULTRON

Ultron
Height: **6'0"**
Weight: **950 lbs.**
Eye Color: **Red**
Hair Color: **None**
Species: **Robot**

ABILITIES

Intelligence: 7
Strength: 7
Agility: 5
Speed: 5
Durability: 5

⑤ ⑮

ACTIONS

Close Combat: 2
(Strength Bonus or Weapon Modifier)

Ranged Combat: 7
(Weapon Modifier)

Technology: 6
(Intelligence Bonus)
- Transference (vs. S.I./A.I.)

Inventing: 6
(Intelligence Bonus)

Flight: 6

Energy Absorption: 5

Tractor Beam: 7

Encephalo-Beam: 3
(Intelligence Bonus)
- Telepathy, Project Thoughts, Illusions, Reprogramming, Subliminal comands,
- Can affect Computer A.I.

Blast Rays: 6
- 2x Damage
- Range 5

MODIFIERS

Appearance: Robot

Toughness: (+10), Adamantium, nullifies Armor Penetration, No 2x Damage from Bullets or Projectiles

Reflexive Dodge: (+1)

Team Affiliation: None

Self-Repair: Heal 1 white stone per hour, Regenerate 3 red stones per 2 white per Panel.

Wealth: (-1)

EQUIPMENT

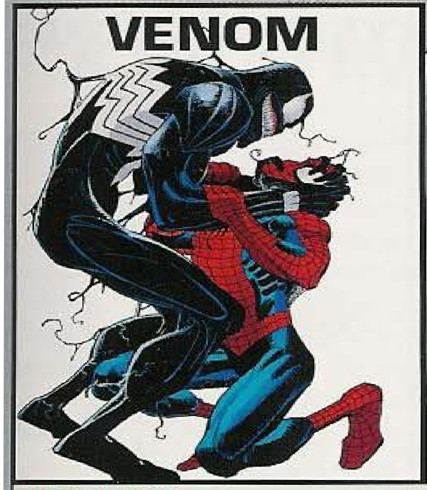
None

DESCRIPTION

Ultron was created by the Avenger, Dr. Henry Pym as an experiment in artificial intelligence. But Ultron evolved farther and faster than even Pym had hoped: he became self-aware and developed emotions. Unfortunately these included an intense, "Oedipal" hatred for his father (Pym), his fellow Avengers, and humanity in general. Ultron attempted to kill Pym but failed. He escaped and began a cycle of self-modification and upgrades, followed by attacks on the Avengers and humanity, followed by more upgrades, then more attacks. Over time Ultron's abilities—and plans for the destruction of humanity—have continued to expand. At one point, he wiped out an entire Eastern European nation and claimed it as his own.

Ultron's adamantium-armored body has the ability to absorb energy. He learned how to transfer his consciousness into computers. Ultron's telepathic powers are enhanced by his Encephalo Beam, which can also deliver a powerful psionic blast. In addition, Ultron is armed with concussive blast rays and tractor beams in his hands.

Ultron is highly intelligent and capable of emotions. But for all his intelligence, he's constantly being betrayed. He assembled the Masters of Evil, but they turned against him when they discovered he was a robot. He created his own android, the Vision, but the Vision turned on his creator and joined with the Avengers to defeat Ultron. He created a robotic mate, Jocasta. But Jocasta led the Avengers to Ultron and they defeated him again. While Ultron is driven by his hatred for humans, and Pym and the Avengers in particular, he also sees himself as the first of a new species, one that should replace humanity as Earth's dominant life form.



Eddie Brock

Brock/Venom

Height: **6'3"**
Weight: **260 lbs.**
Eye Color: **Blue**
Hair Color: **Red/Blond**
Species: **Symbiote**

ABILITIES

Intelligence: 2/2
Strength: 2/7
Agility: 2/5
Speed: 2/5
Durability: 2/3

② ⑥ ③ ⑨

ACTIONS

Close Combat: 3
(Strength Bonus or Weapon Modifier)
Ranged Combat: 4
(Web Shooter Modifier)
Wall-Crawling: 5
(Agility Bonus)
Shape Shifting: 5
Journalism: 5
- Investigative Reporting
- Yellow Journalism
- Tabloid Journalism
- Paparazzi
- Smear Campaigns

Social Skills: 4
- Journalism Circles
- Underworld
- Sources
- Pro-Criminal Culture

MODIFIERS

Appearance: As Venom, elongated jaw, teeth, tongue, may appear human
Team Affiliation: None
Reflexive Dodge: (+3)
Wealth: (0)
Stealth: Invisible to Spider-Man's spider senses (only)
Limited Prescience: May change up to 1/2 stone allocation after enemy attack revealed. May only change 1/4 vs. Spider-Man.
Sensitivity: 2x Damage from fire or sonic attacks

EQUIPMENT

Web Shooters (+6): Webs of symbiote's substance, regenerates substance over time. If you get through defense, you web opponent.

DESCRIPTION

During the Secret Wars, Spider-Man tore his costume and replaced it with a black-and-white one. It was actually an alien symbiote with a pathological and physical need to bond with its wearer. Spider-Man rejected the symbiote, who was promptly drawn to a suicidal Eddie Brock. Brock was a reporter for *The Daily Bugle* who claimed to have interviewed the man behind the Sin-Eater murders. After Spidey exposed the true killer, Brock became a laughingstock and was fired. He developed an intense hatred for the web-slinger. His loathing bonded with the symbiote's twisted, rejected love for Spider-Man to create a warped new entity: Venom.

Venom has all of Spidey's powers, and greater strength. But he doesn't need web-shooters and fluid to spin his webs: he can shoot strands of alien bio-substance in the form of webbing, which later regenerates. (It was a bit of this substance that created Carnage.) The symbiote can also shape-change into any person Venom can imagine. On the down side, Venom's equivalent of Spider-Senses isn't as efficient as Spidey's. He's vulnerable to fire. And loud noises can shred the symbiote, causing it to become catatonic.

Hatred is such a weak word to describe what Venom feels for Spider-Man. But when you get past that, Venom's not such a bad guy. Sure, he's a psychotic, bloodthirsty killer who even caused Brock's own wife to commit suicide. But like many other characters, how evil Venom is depends upon your point of view. Even Spider-Man spared his life, recognizing that if it weren't for him, Venom wouldn't exist.

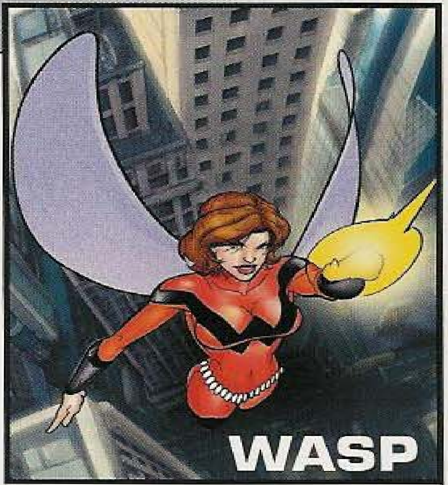
Janet Van Dyne

Height: **5'2"**
Weight: **110 lbs.**
Eye Color: **Blue**
Hair Color: **Auburn**
Species: **Mutagenic**

ABILITIES

Intelligence: 5
Strength: 2
Agility: 2
Speed: 2
Durability: 3

③ ⑩(i)



ACTIONS

Close Combat: 4
(Strength Bonus or Weapon Modifier)
- Hand-to-Hand
- Fighting larger opponents
- Captain America Training
- In-Flight Combat

Bio-Electric Bolts: 9
(Can't be improved by lines)
Flight: 2
Shrinking: 7
- Insect Strength Option

Fashion Designer: 6
Leadership: 5
Social Skills: 5
- Socialite
- Fashion Industry Culture
- Cultural/Diplomatic
- Media Culture
- Etiquette

MODIFIERS

Appearance: Human, with insect wings when smaller than 4'4"
Wealth: (5)
Antennae: retractable, allow communication with insects
Reflexive Dodge: (+2)
Team Affiliation: Avengers

EQUIPMENT

None

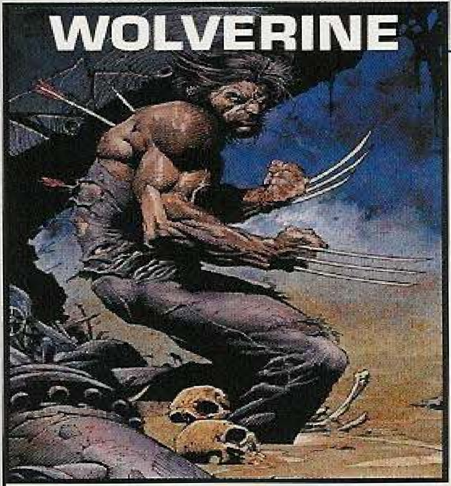
DESCRIPTION

After Janet Van Dyne's scientist father was murdered, she devoted her life to bringing the killer to justice and fighting crime. With the help of her father's colleague, Hank Pym (Ant-Man), she underwent a bio-engineering process to became the Wasp. Wasp and Pym avenged her father's death and went on to become founding members of the Avengers. They later fell in love and married, a relationship that has redefined the term "rocky." Janet's inheritance left her independently wealthy, and she became a trend-setting socialite and successful fashion designer. Since she was known by the general public to be the Wasp, Janet would often show up at society affairs dressed to kill, a few inches tall, hair perfect, gossamer wings fluttering like rare jewels.

Janet can shrink to a minimum height of 1/2 inch. But small doesn't mean weak: Wasp gains superhuman strength as she gets smaller. Her bio-electric bolts give her quite a sting, too. Originally she needed to breathe Pym Particles to shrink, but now she can do it at will. At sizes smaller than 4'4", her wings appear. She can also extrude antennae from her temples, allowing telepathic communication with insects.

Wasp proves that you can have it all: live like a socialite, run your own business and still fight crime. Through all the turmoil in her life—murdered father, unstable husband, kidnapped by robots and more—Janet Van Dyne has shown that your life is what you make it. Sure, the sole female founder of the Avengers has put up with tons of attitude from muscle-bound brutes like the Hulk and Hercules, but she's also earned the friendship and respect of Captain America and the rest of her Avengers teammates.

WOLVERINE



Logan

Height: **5'3"**
Weight: **195 lbs.**
Eye Color: **Black**
Hair Color: **Brown**
Species: **Mutant**

ABILITIES

Intelligence: 4
Strength: 4
Agility: 4
Speed: 2
Durability: 5

⑤ ⑮

ACTIONS

Close Combat: 7
(Agility Bonus or Weapon Modifier)
- Martial Arts
- X-Man Multi-Style
- Weapon X Training
- Samurai
- Hand-to-Hand

Ranged Combat: 4
(Weapon Modifier)

Hunting/Tracking: 7
- Stalking
- Outdoor Survival
- Spot/Set Ambush
- Spot/Set Traps

Vehicle Operation: 5
- Any

Black Ops: 6
- Covert Operations
- Surveillance
- Infiltration
- Intimidation
- Assassination
- Extraction

Social Skills: 6
- Military Protocol
- Eastern Language/Cultures
- Western Languages/Cultures
- Blue Collar
- Streetwise
- Underworld

MODIFIERS

Mutant, Human appearance
Team Affiliation: X-Men
Wealth: (3)
Adamantium Skeleton
Adamantium Claws: (+3), Retractable, Armor Penetration
Accelerated Healing Factor: Heal 1 white stone per 2 Panels, Regenerates 3 red stones per 2 white stones per Panel
Mental Defense: (+1)
Reflexive Dodge: (+1)
Animal Senses: (7)

EQUIPMENT

X-Man Communicator

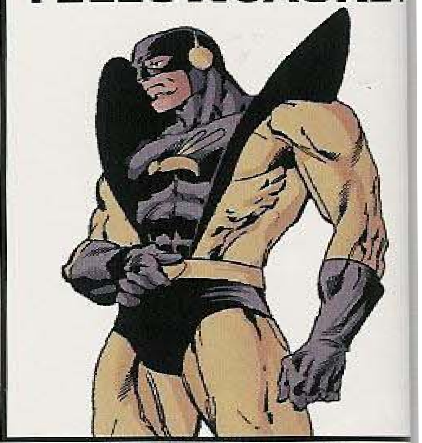
DESCRIPTION

Wolverine is an important member of the X-Men, but the X-Men are just one part of his long, adventure-filled life. Little is known of his past, save that it was fraught with pain and loss. He was born James Howlett in Alberta, Canada during the late 19th century. At some point he trained as a samurai in Japan; later, he became Weapon X, an operative for the Canadian government. He's been a special operative for the CIA and a member of Alpha Flight.

Between his mutant powers, Weapon X modifications, and his years of experience, Wolverine is one of the deadliest warriors the world has ever seen. On each hand Logan has a set of three retractable Adamantium claws able to slice through nearly anything. His skeleton has also been bonded with Adamantium. His accelerated healing factor lets him survive damage that would kill most others, although it doesn't prevent him from feeling pain. He is a master of many martial arts and black ops, and speaks multiple languages.

Wolverine is a loner by instinct. But he ignores those instincts for teammates and friends. He'll go out of his way to protect women like Shadowcat, Jubilee and Rogue, and he's been in love with Jean Grey from the moment he met her. When it comes to following orders, though, it's a different story. He'll follow them…when it suits him. He's willing to disobey an order he feels is wrong. For Wolverine, sometimes being an X-Men is less important than being true to himself.

YELLOWJACKET



Hank Pym

Height: **6'0"**
Weight: **185 lbs.**
Eye Color: **Blue**
Hair Color: **Blond**
Species: **Human**

ABILITIES

Intelligence: 9
Strength: 2
Agility: 2
Speed: 2
Durability: 3

③ ⑨

ACTIONS

Close Combat: 4
(Strength Bonus)
- Hand-to-Hand
- Trained by Capt. America
- Fighting large opponents
- Swatting/fighting small things

Growth: 5

Shrink: 8

Technology: 8
(Intelligence Bonus)

Inventing: 7
(Intelligence Bonus)

Ranged Combat: 2
- Handguns
- Various handheld weapons

General Knowledge: 8
(Intelligence Bonus)
- Scientific subjects
- Cybernetics
- Robotics
- Programming
- Insects
- Pym/Subatomic particles

Social Skills: 3
- Avengers Protocol
- Scientific Community

MODIFIERS

Wealth: (4)
Team Affiliation: Avengers
Glove Stingers: (+3)

EQUIPMENT

Costume: Flight: 3 Defense **(+2)** Compartments on straps contain a variety of miniaturized equipment

Cybernetic helmet–Allows communication/control of 6 stones' worth of insects. Very short range.

DESCRIPTION

Up and down, up and down, up and down: the story of Dr. Henry Pym's life. His uneven mental and emotional history fits well with a man who was first Ant-Man, then Giant-Man, then Yellowjacket, then Goliath and finally Yellowjacket again (but now able to both grow and shrink). Although his revolutionary theories were first met with scorn, there's no denying Hank Pym's genius: the discovery of Pym Particles…the exploration of the microverse…the bioengineering of the Wasp…multiple advances in robotics and cybernetics…the creation of Ultron. For a man who preferred the labratory, Pym's done more than his share of adventuring as one of the Avenger's founding members.

As Yellowjacket, Pym can now both grow and shrink. As he gets larger, his strength and durability increase. When he shrinks, the artificial wings of his costume enable him to fly, and his electric gloves enable him to sting like his insect namesake. His cybernetic helmet allows him to communicate telepathically with and control insects. He can also shrink an entire laboratory or collection of firearms to the size of a microchip. The compartments on his costume straps contain a wide variety of miniaturized equipment.

Everything Pym's been through has taken its toll on him. Mental stability has been one of his greatest challenges. His tumultuous marriage to Janet Van Dyne ended in divorce. He was expelled from the Avengers, though he's back as a reserve member. He's survived all the ups and downs, more or less, and is once again willing and able to use his genius and his energy for the good of all mankind.

CREATING YOUR OWN CHARACTER

Creating a new character is one of the most enjoyable parts of the Marvel Universe Roleplaying Game. You get to invent your own Super Hero, complete with super powers and origin story. And once you've created your character, you get to determine his unique personality by what you do. If you want to be a hero, act like a hero. If you decide your character is insane, then do things that don't make sense to the other players. If you want to be a loner, then go your own way. Be dark. Be mysterious. Be a team player and a leader. If you want a tortured past, it's yours. If you want an all-consuming purpose, make one up. The best part is, it's all up to you!

In Marvel, the way you create your own character is by "purchasing" Abilities and Actions using white and red Character Generation stones. The stones you "spend" now have nothing to do with the stones you'll use later; they're just a way of keeping track of how much you have to spend and what you can buy with it.

Every new character starts off with a blank Character Action Display and 40 white stones. (Each white stone may be broken down into 3 red stones at any time.) You will end up spending stones to fill in the following things on your CAD:

1. Abilities
2. Actions
3. Modifiers
4. Background

You don't necessarily have to decide on your characteristics in that order, but it tends to work out the best. As you spend stones, you will probably end up adjusting your "purchases" until you are satisfied. For instance, you may start out with an Intelligence of 7, only to find out that you really need some more stones to buy Flying, so you may go back and reduce your Intelligence.

You will also be able to increase your pool of available stones by buying Challenges, which are listed below. Each Challenge gives you more stones to spend but represents something your character will have to deal with during play. There is no limit to how many Challenges you can take, so if you want to create a really super powerful character, take more challenges.

SAVING STONES FOR LATER

You may want to save Character Generation stones left over from your build "for later." You can save up to 20 stones (half your initial build) in this manner. Simply record how many you are saving on your CPR and spend them at a later date. If you decide to change your character during play by taking on additional Challenges (see P. 72), you can use these stones to supplement your improvements.

Why would you not want to use all your stones in creating the best character you can right away? Some players want to play for a while and learn the game before deciding how best to maximize their character. Some players prefer to keep "something in the bank just in case." In other words, it's not a choice for everyone. We just want you to know the choice does exist.

WILL MY CHARACTER BE AS POWERFUL AS THOR?

Your new character probably won't start out as powerful as some of the toughest existing characters in the Marvel Universe such as Thor, Spider-Man, Wolverine or Captain America.

There are two reasons for this. First, some of these "characters" have been "playing" for many years, and they've increased their Action Numbers over time by gaining and allocating Lines of Experience. But they all once started out as 40-stone characters, just like you will. For example, when Jean Grey first joined the X-Men, she could barely control her Telepathy or Telekinesis, and had no medical experience at all.

Second, one of the basic premises of all roleplaying games is that your character grows in power over time as you play. One of the most enjoyable parts of playing a character is earning and allocating your Lines of Experience and watching your character learn new Actions and get more powerful.

But how much more powerful can Thor or the Hulk or even Wolverine get? Wolverine is already the best he is at what he does, as he likes to say.

So, does it matter that the character you create is less powerful than Thor? Not really. In Marvel, each character has a unique power, so each adds something special to play. None of the following characters is as powerful as Thor or Spider-Man, yet they're all important, successful Super Heroes: Beast, Black Cat, Cyclops, Daredevil, Elektra, Gambit, Punisher, Quicksilver, Scarlet Witch and Wasp.

In Marvel Comics, a young mutant named Jubilee saved the X-Men in one of the first issues she appeared in. She wasn't super powerful; in fact

she could barely control what was at the time a pretty weak power, but she used what she had to make a difference.

And that's what you have to learn to do as a roleplayer. Use what you've got to make a difference. The better you do that, the more Lines of Experience you'll get and the faster your character will grow in power.

By the way, if you really want to play a powerful character like Thor or the Silver Surfer, you may want to think about playing one of the existing Marvel characters. Or you can base your new character on an existing Marvel character, with your GM's permission. Or, finally, you and the GM can just agree to let you use more stones. (Of course, we feel that's what Challenges are for.)

BUILDING BLUE LIGHTNING: A SAMPLE STARTING HERO

Before we get into the nuts and bolts of building your own character, let's build a sample hero named Blue Lightning. You won't necessarily understand everything we're about to do—after all, we haven't really explained any of it yet—but we find that seeing how a character is built will give you some context for actually learning how to do it. In building Blue Lightning, we're going to cover all of the different aspects of building a character—Abilities, Actions, Modifiers—and everything that goes along with it.

The process starts by visualizing what you want your hero to be. Let's say you see yourself as a blue, glowing, super-strong mutant hero that can fly and shoot lightning out of your fingertips: Blue Lightning. During this process, you'll match your vision to the available super powers, Actions and Modifiers on P. 43-71. If you want something you don't find in the available powers, you'll be able to create it yourself, but you can build a pretty well-rounded hero just from what's already there.

Look at your empty Character Action Display. It's time to fill it up. You need to buy at least a 1 in each of your Abilities, but everything else is up to you. You see Blue Lightning as strong and sturdy, so you buy a Strength of 6 **(Cost: 4 white stones)** and a Durability of 4 **(Cost: 6 white stones—remember, Durability costs 3x other Abilities).** This gives you the ability to lift up to 10 tons, and gives you 12 red stones of energy. You want Blue Lightning to be fairly smart, agile and fast, but not a record breaker, so you buy a Speed, Agility, and Intelligence of 3 each. That puts you at peak human physique and able to run at 40 mph. All of this info is available on the D&R Chart on P. 80-81. You should have the D&R at hand when creating your character. **(Cost = 13 white stones, so far.)**

You could use a good solid lightning strike of Action Number 7. This Action is similar to a Force Blast, so it would cost the same. Throw in an Advantage, Double Damage, which adds 2 to Cost Level. **(Cost: 12 white stones.)** (This option is less powerful than others at first, but as you add Lines and your Action Number increases, you'll become more powerful. On the other hand, if you want to be stronger and quicker, go for a plain, simple Lightning Blast at 9 without the 2x Damage Advantage. It costs 12 white stones in either case; the choice is entirely up to you.) **(Cost = 25 white stones so far.)**

You want to be able to fly far and fast just in case, which means you want to buy Flight at around 4. **(Cost: 4 white stones.)** This allows you to fly at almost the speed of sound (see the D&R, Flight Speed). You then imagine yourself as a mutant covered with a tough, glowing blue hide/skin. You see yourself as quite sturdy, so you buy a Toughness of 2 **(Cost: 3 white stones)**. But you will also get 6 more white stones to spend on Character Creation for the Challenge of an obviously non-human appearance **(3 white stones)** and being a mutant **(3 white stones)**. (And remember, all characters must take at least one Challenge anyway.) You at least want to be able to handle yourself in most fights, which means a Close Combat (Strength Bonus) of 2. **(Cost: 2 red stones.)** Your main weapon will be lightning, but Strength helps a lot in Close Combat. Finally, add Acrobatics at 1 **(1 red stone). (Cost = 27 white stones, so far.)**

You're not interested in anything as mundane as Ranged Combat with weapons. But your lightning bolts could use a bit of a targeting boost. So you buy a Targeting Modifier of 2 **(Cost: 4 white stones)** but skip buying Ranged Combat entirely. Oh, yeah, you could use a Mental Defense Modifier of 4 **(Cost: 2 white stones)**, just in case (darned telepaths!). **(Cost = 33 white stones, so far.)**

You still have 7 white stones left and have a few bases to cover. Think about what other Actions would be useful. A high Technology can be very useful (but better leave that to the experts). Black Ops. isn't terribly useful (a glowing blue spy tends to attract the eye). But the more you think about it, the more you'd like to be able not to look like a big blue mutant if the need arises. So you take Shape Shifting at 2 **(Cost: 3 white stones.)** Now throw in a Wealth Rating Modifier of 3 to keep the wallet full. **(Cost: 1 white stone.)** Round yourself out with Social Skills of 5 **(Cost: 3 white stones)** and you're done. **(Cost = 40 white stones, exactly.)**

But you needn't be exact. You could also take on additional Challenges from the list to squeeze out a few more stones—to spend now or save for later. You already gained 6 extra stones for mutant and non-human appearance. Maybe a refusal to use vehicles (you can fly), etc. If you have leftovers, you can save them for later. (Often a wise move.) Lower your Actions by a Number or two and keep "something in the bank." On the other hand, you'll be less powerful in the meantime, which makes your day-to-day existence more risky. The decision is yours.

You should also be sure to check out the 42 heroes and villains listed on P. 16-36. They can give you a good idea of which Actions, Modifiers, Challenges, etc., work best for you. The possibilities are endless.

CHARACTER GENERATION COSTS

Now that you've seen how we created Blue Lightning, it's time for you to build your own character.

Figuring out how much an Ability, Action or Modifier costs is easy. Look at the Examples of Actions and Modifiers that begins on P. 43. Each Action and Modifier will list the Cost Level to buy it. By looking at the table on the next page, you can figure out what the Action Number you want costs in stones.

Once you know the cost in stones of what you want to buy, follow this formula:

Cost in stones of Action/Ability/Modifier Number:
+ Advantages (Actions/Modifiers Only)
– Disadvantages (Actions/Modifiers Only)
= Final Cost to buy that Action or Ability

The table below provides the Cost Levels in stones for buying an Ability, Action or Modifier.

Ability/Action/Modifier Costs

Ability/Action/Modifier #	Cost Level in Stones
1 (or less):	1 Red
2	2 Red
3	1 White
4	2 White
5	3 White
6	4 White
7	6 White
8	9 White
9	12 White
10	15 White

Each # above 10 costs 5 stones more than the previous #.

For instance, buying an Action with an Action Number of 5 would cost 3 white stones. Buying an Action that says "Cost Level = Action Number +1" at an Action Number of 4 would also cost 3 white stones.

You can't start out with an Ability, Action Number or Modifier that is higher than 10. However, if it is an "expensive" power or has Ability Bonuses or Advantages, your cost for the power may be more than the cost for level 10 (15 white stones). As you see from the chart, each Number above 10 will cost you 5 more white stones than the previous Number.

Buying Durability for your character costs *triple* the basic rate because Durability generates both white stones of health and red stones of energy. So if you want a Durability of 4, which would normally cost 2 white stones, you have to pay 6 white stones for it. (If you want to use your Intelligence to generate your energy stones, then see the Special Intelligence-Energy Rule on P. 41.)

If you're creating your own Action, the base cost is the Action Number on the chart above. If you're creating an Action without an Action Number, then the base cost would be the same as if it were an Action with an Action Number of 5. And if you're creating your own Modifier, then the base cost is the Modifier Number + 3 Levels on the chart above. Once you know your base costs, then you may add Advantages or Disadvantages to customize the Action.

ADVANTAGES AND DISADVANTAGES

You can customize your Actions and Modifiers by selecting Advantages and Disadvantages. An Advantage adds extra capabilities to an Action or a Modifier, and it also adds cost. A Disadvantage makes an Action or Modifier less effective in some way, and it also decreases the cost of that Action by the number of levels indicated.

Actions and Modifiers can have more than one Advantage and Disadvantage, and even some of each. For instance, Cyclops' Optic Beam is a Force Blast Action, to which he has added one Advantage (2x Damage) and two Disadvantages ("Can't be improved" and "Power out of control").

You can add Disadvantages to lower the cost of something, but that cost can never be reduced by more than half or to less than one red stone. You may always increase the cost without limit by adding Advantages. Feel free to make up your own Advantages and Disadvantages; you and the GamesMaster should discuss their cost increases or decreases.

ADVANTAGES

For each Advantage you select, the cost of its Action or Modifier increases by the number of levels designated.

Description	Cost Increase
Each additional Element (choose from Elements list)	+1 level
"Convertible" to human form (retractable claws, wings, etc.)	+1 level
Works at increased range	+1 level/extra range #
Others benefit from power	+3 levels
Area Effect	+3 levels
Artificially Intelligent*	+3 levels
2x Damage (extra stones come from General Pool)	+2 levels
3x Damage (extra stones come from General Pool)	+4 levels
Extra Ability Bonus/Weapon Modifier (added to Action only)	+5 levels
Disables if any damage occurs (knocked out, paralyzed, turned to stone, etc.)	+5 levels
Attack vs. Enemy Ability (as opposed to vs. defensive stones)	+6 levels

*Applicable to Modifiers only

DISADVANTAGES

For each Disadvantage you select, the cost of its Action or Modifier decreases by the number of levels below. (Never by more than half or to less than one red stone.)

Description	Cost Decrease
Not particularly useful (GM discretion)	–1 level
One target only (may not split between targets)	–1 level
Automatically causes Collateral Damage (as fire, machine guns, etc.)	–1 level
Takes extra time to prepare (GM should usually discourage this)	–1 level
No Bonus (only if that power normally comes with a Bonus)	–2 levels
Can't be improved by adding lines	–2 levels
Stones can't be split between attack/defense	–2 levels
Power out of control without device (Cyclops, etc.)	–2 levels
Counterattack only; may not initiate attack (applies to combat Actions)	–2 levels
Power weaker away from power source	–2 levels

CHALLENGES

In the Marvel Universe, being a Super Hero isn't all fame, fun and fortune. The single most important aspect of Marvel characters is that they are complex individuals with unique motivations, fears, emotions, skeletons in their closets and flaws. In the Marvel Universe Roleplaying Game, some of these factors are represented by Challenges. A Challenge is a character trait that your character must roleplay, and the GamesMaster will use it for storytelling wherever possible. But from a purely selfish game-playing point of view, Challenges can be things you want, too. Why? Because Challenges increase your pool of Character Generation stones!

A Challenge adds the number of white stones indicated to your pool of Character Generation stones. You may take as many Challenges as you want, but YOU MUST TAKE AT LEAST ONE. There is no limit. Feel free to make up your own Challenges; you and the GamesMaster should discuss how many stones she will give you. And remember, just like in the comics, your Challenges will come back to haunt you.

In extreme cases (such as Spider-Man), the GamesMaster may at her discretion award more stones than the maximum allowed for a Challenge listed below. But then the GM must vigorously enforce the Challenge at all times. (Again, as with Spider-Man!)

Note: Refunds are in white Character Generation stones, not cost levels.

Description	Extra stones
Being a mutant	3 stones
Looking non-human (e.g., Gambit 2, Mystique 3, Thing 4)	2–4 stones
Minor disability (glasses, hearing aid, etc.)	1–3 stones
Special Vulnerabilities (e.g., extra sensitive to sound, fire, etc.)	1–5 stones
Losing a sense (Blind, deaf, etc.)	4–5 stones
Being restricted in movement (wheelchair, walker)	4–5 stones
Psychological; per symptom (temper, fear, teen angst)	1–3 stones
Can't or won't drive/ride in car; fly	1 stone
Won't (or can't) go certain places (closets, heights, churches, etc.)	2 stones
Won't break the law	2 stones
Power dangerous to self	1–3 stones
Major psychological restriction (insanity, uncontrollable activities)	3–5 stones
Power is painful to use	1 stone
Chronic disease or condition	1–3 stones
Character needs "attachment" to stay alive, use power, etc.	1–5 stones
Compulsion to stick up for underdog	1–5 stones
Haunted past (depends upon how haunted)	1–3 stones
Deadly enemies (individuals, species, secret groups, etc.)	1–5 stones/enemy
Conflicting interests (e.g., Thor torn between duty to Asgard/Earth)	1–5 stones

ABILITIES

Your Abilities represent five basic aspects of your character: Intelligence, Strength, Agility, Speed and Durability. Or, in other words, how smart you are, how strong you are, how agile you are, how fast you run and how tough you are. Your Ability Number is the number of red stones of energy you can allocate to that Ability. You'll use your Abilities in two ways:

1. As a Bonus for an appropriate Action. So, if you are performing an Action that your CAD says gets a Strength Bonus, then you can add your Strength stones to that Action. These stones come from your Energy Reserve, and can also be re-allocated from your Action Box into your Defense Area. Some Actions include Ability Bonuses in their costs, some recommend you buy them for an extra cost, and some prohibit you from having an Ability Bonus. No Action may have more than two Ability Bonuses.
2. If you are doing something that doesn't have an Action Box, then you can use the appropriate Ability as if it were an Action. So, if you were trying to figure out a trap, but didn't have a relevant Action such as Thieving or Technology, you could try using your Intelligence stones to think it through.

For the most part, Abilities do not change over time unless something major happens. Characters can lose their Abilities due to an accident or have their Abilities altered by an occurrence or the Actions of another character. Sometimes experimentation can have an impact on Abilities, for better or for worse. But usually, the Abilities you buy when you create your character are the Abilities you're stuck with. (See Changing Your Abilities and Super Powers section on P. 72.)

Intelligence

Intelligence is a measure of how smart your character is. You would use your Intelligence Number for solving problems, operating devices and machinery, learning new subjects, etc. Your Intelligence is an included Ability Bonus for Actions such as Technology, Inventing and Gambling. It is a recommended Bonus to buy for Mastery of Magic. There is also a special rule that allows you to base your red stones of energy on your Intelligence. (See the Special Intelligence-Energy Rule below.)

Strength

Strength is a measure of how much physical force your character is capable of generating. You would use your Strength Number for lifting, carrying, throwing, smashing, breaking and leaping. Strength is most often used as an Ability Bonus for Actions such as Close Combat.

Agility

Agility is a measure of how fast your reflexes are, how coordinated you are, how deftly or dexterously you handle things and how well you move. You would use your Agility for physical activities you don't have an Action for, such as sports like football or basketball, dancing, climbing or even playing a musical instrument like the piano or guitar. Agility is most often used as a Modifier for Actions such as Close Combat, Thieving, Acrobatics, Wall-Crawling and Web-Slinging. Agility can also lessen the damage your character takes from falling. Subtract 1 stone of falling damage for every 3 stones of your Agility Number, rounded down. Agility is also frequently used to determine the order in which player's Actions are resolved.

Speed

Speed is a measure of how fast your character runs. That's about it. You would use your Speed for running, moving quickly, or…running. Of course, when you need to get out of a building before it explodes, it can come in pretty handy. And there are some attributes unique to superhumanly high Speed. At a Speed of 7 or more, your character could run up walls or across water. At a Speed of 10, you can create temporary cyclone-like gusts of up to 5 stones. You may define your Actions such that Speed is the Bonus for them, in which case it might affect anything from Close Combat to Acrobatics. For an extra white stone when buying Speed, you may use your Speed instead of your Agility for determining the order in which your Actions are resolved.

Durability

Durability is a measure of stamina, physical health and how much damage your body can take. It is a very important Ability. Your Durability Number determines how many white stones of health you get, which in turn determines how many red stones of energy you get (unless you have chosen the Special Intelligence rule, see below). You get 3 red stones of energy in your Energy Reserve for every white stone of health. Additionally, you regenerate 1 red stone for every white stone of health, so Durability also determines your regeneration rate. It is rare that you would use your Durability Number as an Action Number. It is also rare for you to define an Action with Durability as its Modifier, although there are some Actions that do that, such as Blob's Close Combat Action (which gets a Modifier from both his Strength and his Durability).

Important Note: Because Durability is so important in determining other aspects of your character, Durability costs 3 times more to buy than the other abilities. See the Ability/Action/Modifier Costs Table on P. 39 for details.

Special Intelligence-Energy Rule

You may choose to base your energy on Intelligence rather than Durability. In this case, you will receive 2 red stones of energy for every stone of Intelligence, and you will regenerate 1 red stone of energy per stone of Intelligence per Panel. You would still only get 1 white stone of health per stone of Durability, however, and your Durability still costs triple. If you choose this option, your Intelligence will now cost double the normal rate.

Note: you may not have both your Intelligence and your Durability generate red stones; it is one or the other.

This rule is designed to model characters in the Marvel Universe that have low Durabilities and high Intelligences, such as Professor X or Jean Grey. For instance, a character like Mole Man might have an 8 Intelligence and a 1 Durability. He would get 16 red stones of energy and regenerate 8 red stones per Panel, but only has 1 white stone of health. If you are creating a character like this, be aware that you end up with a Super Hero who is powerfully brilliant but has a really vulnerable body. If you choose to go this route, you should discuss it with the GM carefully.

If you choose to base your energy on your Intelligence, then place an (i) next to your Energy Number on your CAD.

Actions

Actions are anything a character can do in a Panel, including using super powers. There are two types of Actions: Actions that have their own Action Number and Action Box on the CAD, and Actions that do not, which are called Normal Actions. There are an unlimited number of Normal Actions a character can perform, but each character has a maximum of 9 Actions with a designated Action Number and Box.

NORMAL ACTIONS AND RESOLVING ACTIONS WITH ABILITIES

Normal Actions are the things that any non-Super Hero can do. You don't have to buy Normal Actions for your character; they are a direct result of your Abilities. They don't have their own Action Boxes on the CAD, because there are literally millions of them: everything from walking to talking to chewing gum. In Marvel, most of these don't even need to be played out. You simply tell the GM what you want to do, and then you accomplish it.

But in some instances, it matters, like how far or fast your character can run. Or how far you can throw something. Or whether or not you can solve a particular problem or figure out how to use a particular piece of equipment.

In cases where you don't have a specific Action Number, you would use the most relevant Ability Number to solve the problem. So, for instance, to run, you would refer to your Speed Ability Number. To lift something heavy, you would look at your Strength.

Some Actions, such as Playing Poker, could be resolved as a Normal Action just using your Ability, or as Gambling, an Action with its own Action Number and Action Box.

So, what's the difference between resolving an Action with an Ability and resolving it with an Action Number? The Action Number represents the experience of having done that Action, so the GamesMaster will apply a Situational Modifier against the character using the Ability and not against the character using the Action Number. This is so there is value in learning an Action, as opposed to just using your basic Abilities. (In other words, a strong, agile character may be able to fight, but a character who has fighting experience (the Close Combat Action) can often beat a stronger opponent through skill. Likewise, a smart person can play poker, but knowing the odds, i.e., having the Gambling Action, will make you a better player.)

We've listed some of these Normal Actions, along with the relevant Ability you'd use.

Normal Action	Ability Used
Running	Speed
Throwing	Strength
Problem Solving	Intelligence
Playing Basketball	Agility
Jumping	Strength or Agility
Playing Pool	Intelligence or Agility
Tennis	Speed or Agility
Driving a Car	Intelligence or Agility
Finding Your Way Around a Strange City	Intelligence
Bribing an Official	Intelligence
Hiking	Durability
Rock Climbing	Strength or Agility
Swimming	Durability or Agility
Hiding	Intelligence
Poker	Intelligence
Cheating at Poker	Intelligence or Agility
Crossing a Busy Street	Intelligence, Agility or Speed

Any Normal Action can also be taken as one of the 9 Actions on your CAD, of course. For instance, Michael Jordan would have an Action Number of 8 in Basketball written down on his CAD. Tiger Woods would have an 8 in Golf. And of course they would get an appropriate Ability as a Bonus.

CHOOSING ACTIONS FOR YOUR CHARACTER

How do you choose Actions with Action Numbers for your character? You can give your character any of the Actions listed in the Examples of Actions section on P. 43-67 of this guide. There's a base cost listed for each one if you want to purchase the Action exactly as listed. You can also modify an existing Action, or make up your own super powers and Actions, using the Ability/Action/Modifier Costs Table and the Advantages and Disadvantages listed on P. 39-40. Just pick a super power or Action that's similar to what you want (you and the GM may have to discuss this a bit to come to an agreement) and use that as the starting cost. Then add or subtract Advantages and Disadvantages and you'll end up with an appropriate cost for your new Action. The more different things an Action can do, the more stones that Action costs. For example, Storm's Mastery of Weather costs more than Rogue's Flight.

Some Actions automatically get a particular Ability Bonus which you don't have to pay extra for, but most don't. If the Action gets an automatic Bonus, you don't have to pay extra for it. Otherwise, you may pay to add one or more Bonuses (unless there's a specific rule that says you can't). No Action may get more than two Ability Bonuses. If you would like your Action to get more than one Ability Bonus, see the List of Advantages on P. 40.

An Ability Bonus allows you to take your Ability Number's worth of stones out of your Energy Reserve and place them into the Action Box. If you want your Close Combat to get an Intelligence Bonus, that's fine. If you want to base your Social Skills on your Strength (because maybe you're a big, strong bully), that's fine. Just pay for it and write in the Bonus under the Action name in the Action Box.

You can increase the Action Number of most Actions over time. You do so by allocating Lines of Experience to the Action when you are awarded them by the GamesMaster. Every time you have 10 Lines in an Action, you may increase the Action Number by 1. At that time, you may also change the name of the Action, and add a new rule/Specialty to it that reflects the renamed Action.

Once your character has begun play, you no longer "buy" Actions. To start a new Action (but not a new super power) with its own Action Number and Action Box, you simply take a single Line in that Action, and you write the Action and the number 1 in an empty box. Once you have 9 more Lines in that Action, you can change the Action Number to 2.

Also, once play has begun, you may always permanently combine Actions at the lower Action Number of the two. For the most part, combining Actions doesn't pay. But that doesn't mean there might not be a time when you'd want to, especially when you've got 9 Actions on your CAD and need to make room for a new one. (You could also just drop one completely.)

Some Actions cost more than others. Usually, the more expensive the Action, the more powerful it is. The most expensive Actions tend to be very powerful single powers, such as Gambit's Charge Objects, or full suites of powers, called Masteries, such as Storm's Mastery of Weather, which can unleash huge amounts of power.

Specialties

Some Actions, such as Close Combat and Ranged Combat, allow for Specialties, and some, such as Social Skills, require them. When you purchase one of these Actions, you get as many Specialties as the Action Number you purchase. For example, if you buy Social Skills with an Action Number of 2, it comes with your choice of 2 Specialties, such as Streetwise and Underworld. If you bought Close Combat at 3, you could get Martial Arts, X-Man Multi-Style and Kickboxing. The Action will tell you whether or not it allows Specialties in its description. There are no extra costs for Specialties, so you may not purchase extra Specialties when buying an Action. Specialties not chosen at the start of the game may be filled in later at the discretion of the GM.

You can add Specialties to any Action that allows them by taking Lines of Experience in that Specialty. In that case, you would need to spend 10 Lines describing the particular Specialty as a subset of an Action. "Hung out in a bar with Wolverine, +1 Line to Social Skills (Low Life)." Nine more trips to the bar with Wolverine and you can be an official "Low Life" with all its perks and privileges. (Such as knowing who to beat up for information on a crime.) Upon getting the 10th Line, your Action Number in Social Skills would rise by one and you could write in "Low Life" as a new specialty.

The role of a Specialty is to balance out Situational Modifiers that may be added by the GM or defined in the scenario. For instance, if you're trying to get information out of a criminal, having an appropriate Social Skill such as Underworld or Charm can make that easier. As a factor in determining success, Specialties get the full force of the Action Number behind them. So someone with Social Skills with an Action Number of 3 and a "Socialite" specialty has a 3 at Socialite, which can come in handy when infiltrating high-society affairs to get to the safe in the master bedroom upstairs. Or, if you're fighting a Sumo wrestler and you have Sumo and Kickboxing, the GM may decide that gives you an edge because you bring an "extra" skill to the party.

Actions with Area Effects

Actions that have Area Effects are very powerful. That's because an Action that has an Area Effect applies all of its stones equally to everyone in the affected area. Some Actions are automatically Area Effects, and some have Area Effects added as an Advantage.

You determine the area by comparing the number of stones in the effect to the distances listed in the Area/Leaping row on the D&R Chart. The distance listed is the diameter of the spherical area affected. (NOTE: In many instances, such as a Weather effect, the area will be a hemisphere rising out of the ground. In these cases, the intensity of the effect is not increased.)

It is possible to maintain the intensity of an Area Effect while decreasing the area affected. You may add extra stones to an Area Effect to minimize the area affected. These stones do not count for figuring damage, but for every stone you can reduce the area affected by 1 stone's distance on the Area/Leaping row on the D&R Chart.

For example, a 7-stone Sonic Blast would hit everybody in an 500 foot diameter area with 7 stones. But if you added an additional 2 stones to decrease the effect, then you would hit an area only 100 feet in diameter with 7 stones of Sonic Blast (at a total cost of 9 stones).

A Note about Super Powers

You can learn new Normal Actions like Technology, Social Skills, Vehicle Operation or Close Combat at any time during play. But super powers, like Abilities, are normally determined only when you create your character and can only be added later at extreme cost and angst. The nature of a super power cannot be changed unless something major happens (although usually you may improve your skill with them by adding lines and thereby increasing their Action number). Characters can lose their super powers or have their powers altered by some occurrence or the Actions of other characters. Sometimes experimentation can have an impact on super powers. But quite often, the super power you buy when you create your character is the super power you're stuck with.
(See Changing Your Abilities and Super Powers on P. 72.)

LIST OF ELEMENTS

Many super powers let you choose which element the power deals with. We use the term "element" to refer to any form of energy, substance, force or concept which can be used as part of a super power. This is a list of some of the potential elements you may use. Feel free to add to the list.

Concussive • Fire • Ice/Cold • Water • Electricity • Light Telepathic/Psionic • Magical (+Necromancy) • Kinetic Vibration • Magnetism • Dark Force • Cosmic • Bio-Energy Communications (Radio, etc.) • Sonic • Radiation • Plasma

Plus just about anything else you can come up with (pheromones…glue…poison…acid…).

Examples of Actions

Note: In the Rules for Action Box, anything in parentheses means that you choose which Ability or Specialty you write down on your CAD. If it says (Ability Bonus or Weapon Modifier), then you must pick a specific Ability Bonus when buying the Action, and then write it on your CAD. However, the Weapon Modifier is generic, which means all weapons add their Modifiers and you do not have to choose a specific weapon.

ACROBATICS

Cost Level = Action Number

DESCRIPTION

Ever wonder how those Super Heroes can jump off a 20–story building, spin around a flag pole, swing off a telephone wire and land on their feet on the ground below? This is how. Includes leaping, flipping, jumping, swinging, etc., and all the moves of a trained Acrobat (Trapeze, etc.). Includes your choice of either Agility or Strength Bonus. Subtract 1 stone of falling damage for every stone of Acrobatics Action Number.

COMMENTS

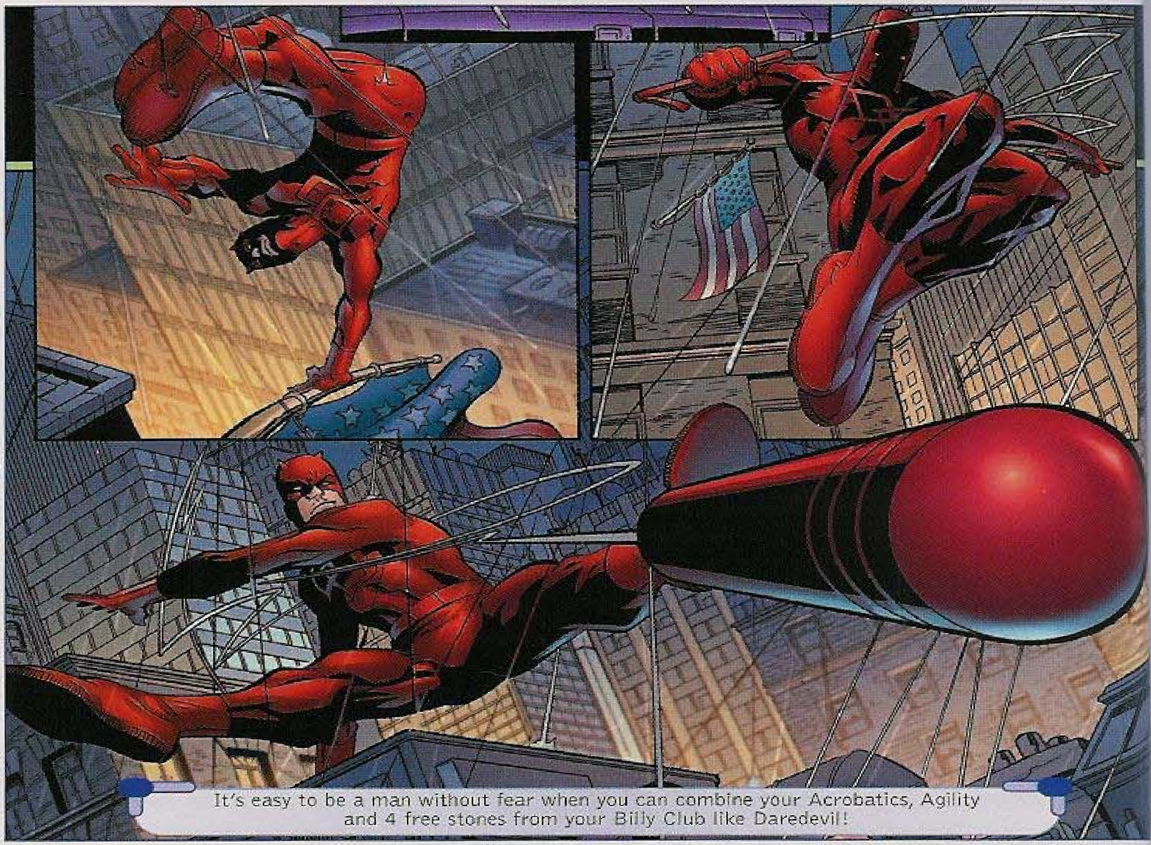
Can be very useful, both as movement combined with combat and for vaulting over fences, etc. Can be used to attempt escape.

Rules for Action Box:

- **(Agility or Strength Bonus)**
- **Movement Action**
- **Subtract Action Number from stones of falling damage**

EXAMPLE

Daredevil has an Acrobatics Action Number of 4. He has an Agility of 4, so he can use 8 stones in this Action. He wants to leap down from a two-story building to the alley below. He puts 3 stones into this Action and jumps. Normally, a person would take 2 stones of damage for falling two stories, but Acrobatics removes 1 stone of damage for every stone played, and with 3 stones he lands in the alley, unhurt and ready for Action! (He put in the extra stone just in case there was a Situational Modifier he was unaware of, like the ground in the alley being covered in slime.) This is an example of how active stone allocation mitigates falling damage. If Daredevil had been involved in Close Combat and had been pushed off the roof, with no stones in his Acrobatics Action Box, his Acrobatics still would have nullified the falling damage. The difference is that the active way, Daredevil lands on his feet, ready to fight, whereas the passive way, he wouldn't take any damage when he fell but he wouldn't be ready to fight until the next Panel, either.



It's easy to be a man without fear when you can combine your Acrobatics, Agility and 4 free stones from your Billy Club like Daredevil!

ASTRAL TRAVEL

Cost Level = Action Number

DESCRIPTION

Your spirit can travel away from your body (one Panel per stone spent). Your body remains behind in coma-like trance, completely defenseless. Your spirit may fly and is invisible except as pure life force. Don't get into the habit of straying too far from home (costs you 1 white stone per hour if your connection is severed, until 1 red stone is left, which would leave you in a coma.). If your body is slain, you are dead (or, depending upon GM discretion, a disembodied spirit). Requires a Panel of preparation.

COMMENTS

This is dangerous, and therefore of low cost. Guard your body carefully using this power. Adding a few related powers could prove quite effective.

Rules for Action Box:

- **Leave your body and travel as spirit**
- **Stones = Speed on Flight row of D&R**
- **If not moving, 1 stone per Panel to maintain**
- **Requires 1 Panel prep time**

EXAMPLE

Baron Mordo has an Astral Travel Action Number of 5, and can add his Intelligence of 6 to it. (He paid extra for the Intelligence Bonus.) He decides to Astral Travel to Tibet to check out what a minion is up to. He needs to take a Panel to prepare and, leaving his body behind, projects himself into the astral plane. Every panel he's in this state he must either spend a stone to maintain his astral form or spend stones to travel. The total of his Action Number and Ability Bonus = speed of travel, so with an 11 he can get anywhere on Earth in a Panel (speed 10 is light speed, the Earth's circumference is approx. 24,000 miles, so he can get anywhere in one tenth of a second) and still have one stone left over to maintain himself. He still regenerates stones normally, and can still interact with people as a being of life force, which means he could still use Psionics and Magic and be affected by both while in this form. He finds his minion at a party and demands he return to his evil labors at once. Instead, the minion fires a gun at him. As Mordo is Astral, this purely physical attack has no effect! Mordo can, however, use his Magic on his minion. If the minion had a mental or magical attack, he could have used it on Mordo. If Mordo was wounded by such an attack and became unable to spend a stone to maintain himself each panel, he would lose his connection with his body and fall into a coma.

BLACK OPS/SPYING

Cost Level = Action Number + 1 Level

DESCRIPTION

Allows you to "act like a spy." Your character knows the tricks and methods common in espionage, especially those looked upon with apprehension by mainstream government organizations. Emphasis on counterespionage, field intelligence, infiltration (long or short-term), and information gathering. Also includes interrogation, bribery, coercion, escape, pursuit, etc. May include darker projects like assassination. If your character is better at this than you are—and unless you're a member of Weapon X or S.H.I.E.L.D., they will be—feel free to keep your descriptions general. (After all, your character is better at this than the GM, too.) Black Ops is a general Action, but you may add one Specialty per Action Number or increase in Action Number during play to indicate particular prowess.

Specialties include
(feel free to make up your own):

Covert Ops • Surveillance • Pursuit Intimidation • Ambush • Bodyguard Infiltration/Exfiltration • Propaganda Assassination • Survival Behind Lines Counterinsurgency • Bribery/Blackmail Interrogation • Escape • Coercion

COMMENTS

For characters who want to be spies, this is an indispensable Action. Choose this along with some powers of concealment and detection and you could set up a sweet operation or three. How quickly you can lose yourself in a crowd could be the difference between life and death.

Rules for Action Box:

- **General spying skills and field training**
- **(Insert Specialties)**

EXAMPLE

Sabretooth has a Black Ops/Spying Action Number of 5. He is outside a building he wants to get into and asks the GM if the entrances are being guarded. He puts 5 stones into Black Ops, and the GM checks: the guards on the building are human, with Black Ops skills of 3 (expressed as FBI Training) and have the advantage of planning and preparation. Sabretooth has Covert Ops as a Specialty, which negates their advantage, leaving him with 5 stones vs. the FBI's 3 stones. Sabretooth sees them, and the GM tells him that the building is being watched and who is doing it. This result would also reveal hidden cameras and everything else with an Action Number of 5 or less, but objects with 6 stones would go undetected. Sabretooth might also want to take time to prepare and to fully scope out the place, which would gain him 1 stone from the General Pool per Panel of prep, up to two stones extra. Later, he could use his Black Ops Action to try to sneak in.

BUSINESS SKILLS

Cost Level = Action Number

DESCRIPTION

This represents not only contacts and access, but also the acumen and ability to spot a favorable, productive deal. A sharp businessman will be able to see advantages unavailable to other characters. Can help increase wealth, understand economics, etc. Intelligence Bonus included.

COMMENTS

An ideal Action for characters who want to influence the world while operating behind the scenes. It makes sense to buy a higher Wealth Rating Modifier along with this Action. There will be unique opportunities that arise for those with a sharp eye for business. An enterprising character should take the opportunity to practice this Action on the GM...

Rules for Action Box:

- **Intelligence Bonus**

EXAMPLE

Tony Stark/Iron Man is negotiating with an NPC, Edgar Brown, whose company has developed a new kind of fiber-optic radar net. Stark wants to add it to his armor, and buying Brown's company is cheaper and quicker than research and development. Stark's Business Skill is a 6. To this he can add his Intelligence of 7, for a total of 13 stones of effort to overcome Resistance. Brown, an inventor but not much of a businessman, has a an Intelligence of 7 but a Business skill of 3. The negotiations would continue until Stark put more stones into the "attack" than Brown, at which point Stark would win and Brown would sell him the company. (This is a simplified example of a business negotiation. The GM should also feel free to add appropriate Situational Modifiers to reflect the difficulty of a "hostile takeover.")

CHARGE OBJECTS

Cost Level = Action Number + 4 Levels

DESCRIPTION

This power allows a character to charge an object with energy, throw the object and have the energy released on impact. It's handled as Ranged Combat with a Range of 2. This power may allow for multiple individual attacks (split stones for multiple targets). Includes Weapon Modifier of object being charged.

COMMENTS

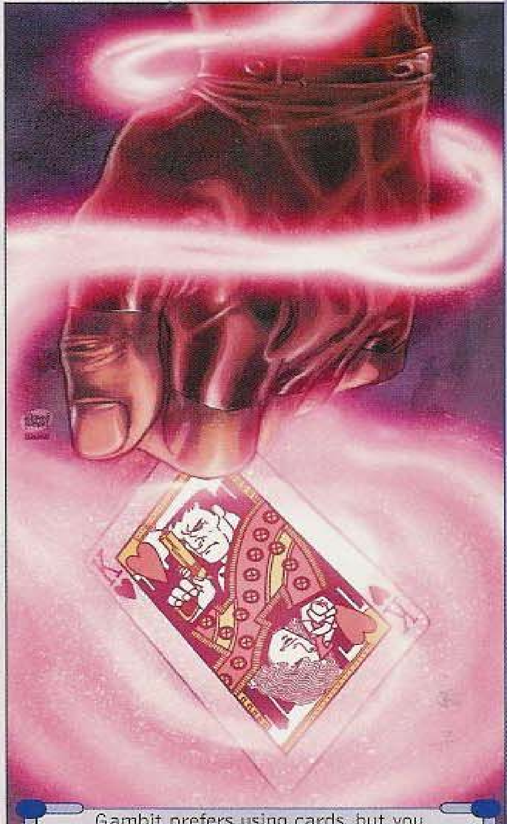
With free 2x Damage, this is an explosively powerful action. Gambit has long relied on this power, which contrasts with his more subtle personality.

Rules for Action Box:

- **Weapon Modifier (object being charged)**
- **Ranged energy attack, Range 2**
- **Split stones for multiple targets or Area Attack**
- **2x Damage**

EXAMPLE

Gambit has a Charge Objects Action Number of 6. He wants to blow a hole in a wall. The wall is an exterior brick wall and, according to the D&R, has a Resistance of 5 to being broken. Gambit charges an object (in this case a playing card with a +1 Modifier) with 3 stones of energy and throws it at the wall. The wall has no defense so the card hits it with all 4 stones, which double to 8 stones of effect, leaving a gaping 3–stone hole in the wall (after subtracting the 5 stones of Resistance). (A 3–stone hole has a diameter of 25 feet, according to the Area/Leaping row on the D&R.) (See ARS Examples: Combat: The X-Men vs. the Brotherhood on P. 86 for Gambit in combat.)



Gambit prefers using cards, but you can charge any object with explosive energy.

COMBAT, CLOSE

Cost Level = Action Number

DESCRIPTION

Close Combat is the Action of fighting, either hand-to-hand or with a weapon, within a few feet. When you buy Close Combat, it includes your choice of any one Ability Bonus and a Weapon Modifier, but you can only use one at a time unless you pay for an extra Advantage. And you can pay to add extra Ability Bonuses or Weapon Modifiers, too.

Close Combat can occur in one of two ways. It may represent an unarmed Action such as Martial Arts, Boxing or Sumo Wrestling. In that case, the appropriate Ability Bonus stones would be added to the Close Combat Action Number. All stones come from your Energy Reserve.

Or Close Combat can occur with a weapon, in which case, the Weapon Modifier would be added to the Close Combat Action Number. In that case, the stones for the Close Combat Action Number still come from your Energy Reserve, but the stones for the Weapon Modifier come from the General Pool to reflect the effect of the weapon.

Close Combat is a general Action, but you may add one Specialty per Action Number or increase in Action Number during play to indicate particular prowess. Some of the Specialties are listed below. Feel free to make up your own.

Specialties include
(feel free to make up your own):

Martial Arts • Sumo Wrestling • Boxing Kickboxing • Pro Wrestling • Sai X-Man Multi-Style • Sword • Knife U.S. Marine Multi-Style • Billy Club

COMMENTS

Almost all players have Close Combat. You should invest at least a little in it, just to be on the safe side.

Rules for Action Box:

- **(Insert Ability) Bonus or Weapon Modifier**
- **Combat using body or non-ranged weapon**
- **For combat within a few feet**
- **Split stones for multiple targets**
- **(Insert Specialties)**

EXAMPLE

(See ARS Examples: The X-Men vs. the Brotherhood of Mutants on P. 86-88 for examples of Close Combat.)

COMBAT, RANGED

Cost Level = Action Number

DESCRIPTION

Ranged Combat is the Action of fighting with a Ranged Weapon (or even a thrown object) at any distance. The Action comes with a Weapon Modifier, which is added to the Ranged Combat Action Number. The stones for the Ranged Combat Action Number come from your Energy Reserve, but the stones for the Weapon Modifier come from the General Pool, to represent the effect of the weapon. Ranged Combat also covers throwing objects at targets if the character has Ranged Combat. (If not, the character would simply use Strength, as when the Hulk throws a bus.) The Weapon Modifier of the thrown object would be its weight in stones as per the D&R Chart. The Ranged Combat Action has some unique applications in Marvel. Spider-Man's Web Shooters are Ranged Combat, and so is Daredevil's Billy Club when it's thrown.

For Ranged Combat with two weapons, each weapon is considered a separate attack against defensive stones and can't be combined. Also, at least 1 red stone of Ranged Combat must be applied to each weapon/attack. This also applies to Powered Armor Ranged Combat with multiple Weapons Systems.

Ranged Combat is a general Action, but you may add one Specialty per Action Number or increase in Action Number during play to indicate particular prowess. Some of the specialties are listed below. Feel free to make up your own.

2x Damage: Damage from gunfire and some other weapons is doubled. That means that any stones that get past the target's defensive stones (including any Defensive Modifier) do twice the normal damage. So, if 4 stones of gunfire hit 3 defensive stones, then the one stone that got through would do 2 stones of actual damage. The extra stones of damage come from the General Pool. See Appendix A: Weapons on P. 124 for ranges and damage.

Specialties include
(feel free to make up your own):

Handgun (2x Damage) • Energy Weapon Sniper Rifle (2x Damage) • Throwing Star Crossbow • Bow and Arrow • Hammer Spear • Throwing Knife • Thrown Object

COMMENTS

As with Close Combat, most players will buy this Action. You should invest at least a little in it, because you never know what gun you may have to shoot next.

Rules for Action Box:

- **Weapon Modifier**
- **Combat using a weapon at a distance**
- **Split stones for multiple targets**
- **(Insert Specialties)**

EXAMPLE

(See ARS Examples: The X-Men vs. the Brotherhood of Mutants on P. 86-88 for examples of Ranged Combat.)

If you're not actively looking for illusions, you'll usually get taken in by them.

CONCENTRATION

Cost Level = Action Number + 3 Levels

DESCRIPTION

Can focus concentration on any one specific subject to the exclusion of all others. Often useful for acquiring additional data from the GM, as appropriate. For instance, Daredevil uses this Action as a lie detector. Includes Intelligence Bonus.

COMMENTS

This is not an expensive power, comes with an Intelligence Bonus, and is a very good tool for acquiring general information. It reflects Daredevil's ability to sift out extraneous data to hear a heartbeat. Complements Radar or Animal Senses well. Included in Ninja package.

Rules for Action Box:

- **Intelligence Bonus**
- **Ask questions about situation to GM**

EXAMPLE

Daredevil has a Concentration Action Number of 7. He can add his Intelligence for a total effect of 11, plus he can add his Radar Senses Modifier for 7 free stones. He is trying to listen to the heartbeat of a person to tell whether or not he is lying. The target will resist with either his Intelligence or Social Skills, and compare this number to Daredevil's stones. If the target's Resistance is overcome, then Daredevil knows whether he is lying to him or not. Of course, the GM will also be adding Situational Modifiers for crowd noise, distance, etc., so even with 15 stones it's not always a done deal.

CREATE ILLUSIONS

Cost Level = Action Number

DESCRIPTION

Create—usually by the manipulation of light waves—illusions that all present will see. You may create a different illusion each Panel, and create new illusions while maintaining old ones. Stones spent are vs. detection. Each illusion created costs 1 stone to maintain per Panel. This Action is also called Holographic Projection or Image Inducer in Powered Armor.

COMMENTS

This power can accomplish some of the same basic effects as much more expensive powers (such as Telepathy), but at a much lower cost. Of course, you get what you pay for.

Rules for Action Box:

- **Create 1 illusion per Panel**
- **Stones spent vs. detection**
- **Duration: 1 stone per illusion per Panel**

EXAMPLE

Mysterio has a Create Illusion Action Number of 5, and can create an illusion with a Resistance of 5 to be detected as a false image. He creates an illusion of two armored car security officers to allow him to walk into a bank and steal the money. Anyone who sees this illusion who has less than 5 stones in an awareness-style skill will believe it is real. This does not mean that it can cause effects, just that people will react to it as if it were really there. For instance, Mysterio could pick up the bags, but not his illusionary partner in crime. It would take a special activity on the part of someone to try to see through the illusion (short of touching it) like using Animal Senses, Concentration or even Enhanced Vision. (Infrared would notice that there was only one person's body heat, for example.) Anyone trying would have to overcome 5 stones of Resistance to see through it.

DRAIN ENERGY

Cost Level = Action Number + 1 Level

DESCRIPTION

This is the basic power of the energy vampire. You must touch your opponent (i.e., get past her defenses). If you do so, you can then spend stones up to your Action Number to drain an equal number of your opponent's stones. You then place the stones you drained in your own Energy Reserve.

OPTIONS

- Use at Range of 2 (+2 Levels to Cost): If used at range (you must be able to see your victim), replace Action Box rule of "Drain red stones by touching victim" with the rule "Drain red stones from victim at range."
- Improved Drain (+3 to Cost Level): You place both the stones you spent and any stones you drained from your victim into your Energy Reserve. Excess stones above your normal capacity drain off at 1 red stone/Panel.
- -4 from Cost Level if power is tied to a location (coffin, temple, etc.).

COMMENTS

For those who wish to unleash their darker side. In our opinion, both the Improved Drain and Use at Range options are well worth the extra cost.

Rules for Action Box:

- **Drain red stones by touching victim**
- **Drain red stones up to Action Number**
- **Recover stones invested (Improved Drain only)**
- **Excess stones lost at 1 red/Panel (Improved Drain only)**

EXAMPLE

Sauron has Drain Energy at Action Number 6 and bought the options of using this power at range and Improved Drain. Sauron wants to drain Cyclops of all his energy stones, so Sauron puts in 6 stones, the maximum number he's allowed. He can use this Action at a Range of 2, so he does not need to actually touch Cyclops. Sauron approaches Cyclops and tells the GM he is draining him. Cyclops has no defense against this. He is drained of 6 stones of energy, which are added to Sauron's Energy Reserve. Sauron spent 6 stones to do this, but they are reabsorbed, so now his Energy Reserve is 6 stones higher than when he started. Cyclops lost 6, and will only regenerate 3 stones. Sauron could eventually suck Cyclops dry. When combined with another attack, this power can rip through endless numbers of foes!

ENERGY ABSORPTION/ REFLECTION

Cost Level = Action Number + 5 Levels

DESCRIPTION

Energy Absorption/Reflection is an Action that allows you to defensively absorb (without damage) energy that hits you, and later reflect back that energy in some form as your own attack. You may absorb up to twice your Action Number of red stones of energy and store it in your Energy Reserve for later use or immediately reflect it back. Any stones above your limits bleed off at a rate of 1 red stone per panel. Range: 4, but you may add stones for longer range as per the Range row on the D&R. Energy Damage you suffer can come from your reserve stones. You don't need to place stones into your Action Box to absorb incoming energy; it happens automatically. (For Absorption/ Transformation, see Transform Self by Touch Modifier, P. 70.)

COMMENTS

Not too much use in a hand-to-hand situation. But in an environment filled with energy weapons, etc., this power can prove devastating. Improving this Action with double damage may also get you a lot of bang for the buck if carefully used.

REFLECTION: Immediately redirect energy vs. target of choice.

ABSORPTION: Save red stones for later use (up to double normal amount) store in Energy Reserve. To release later, place in Action Box as an attack (and/or redirected to defense.) Excess stones lost at 1 red/Panel.

Rules for Action Box:

- **Variable range energy attack, Range: 4**
- **Split stones for multiple targets**
- **Absorb up to 2x Action Number**
- **Redirect by placing stones in Action Box as attack**
- **Energy damage suffered may come from reserve stones**
- **Excess stones lost at 1 red/Panel**

EXAMPLE

The X-Man from the future, Bishop, has Energy Absorption/Reflection at Action Number 5. As he walks down the street, someone shoots him with an energy beam of 6 stones of effect. His power allows him to absorb up to twice his Action Number in stones, so he takes no damage. He absorbs all 6 stones of energy and can either hold them (at a loss of one per Panel) or redirect them in a counterattack, sending a bolt of 5 stones (his Action Number) at his target.

FIREWORKS

Cost Level = Action Number + 1 Level

DESCRIPTION

Fireworks is a variable-range energy attack where you creates lines of light, bubbles of power, or streamers of force in an effect that may also explode in an area from 1 ft. to 5 ft radius. If you choose to merely create an effect but not explode the stones, then you may reabsorb those stones back into your Energy Reserve. You may add stones for more intricate effects (which you must describe), but these stones still count towards damage. It has a Range of 4, which can be increased by adding stones as per the Range Row on the D&R Chart. It gets no Ability Bonus or Weapon Modifier. Select one Element (fire, etc.) from the list of Elements.

OPTIONS

- +1 to Cost Level for each additional element desired.

COMMENTS

Not overpowering (if unimproved), but versatile, self-sustaining, and fun. Skillful play will maximize this power.

Rules for Action Box:

- **Variable-range energy attack, Range: 4**
- **Player must describe desired effect**
- **Split stones for targets within area**
- **Damage = all stones played (including stones for effect)**
- **Reabsorb unexploded stones**

EXAMPLE

Jubilee has an Action Number of 6 in Fireworks. She decides to use her Fireworks to scare off a gang of punks that are harassing a mutant teenager. She uses 6 stones to create multicolored bubbles of energy floating in the air between herself and the gang and tells them to get lost or they're toast. If they take off, then she can reabsorb the energy back into herself with no loss of stones. If the gang doesn't back off, she can attack them with her fireworks, splitting her attack into up to 6 separate attacks of 1 stone each.

FLIGHT

Cost Level = Action Number + 2 Levels

DESCRIPTION

This might come about because you have wings like Angel, you can manipulate weather or magnetism, etc., like Storm or Magneto, or just as a power, like Rogue. Sometimes the form in which you have Flight has inherent restrictions (if you have bird wings, you can't go at Mach speed, for example). To carry objects in flight, stones must be applied against weight and do not count towards airspeed. Buying an Ability Bonus like Strength allows you to carry more while still attaining maximum flight speed.

OPTIONS

- –1 to Cost Level if it fits with your main power.

COMMENTS

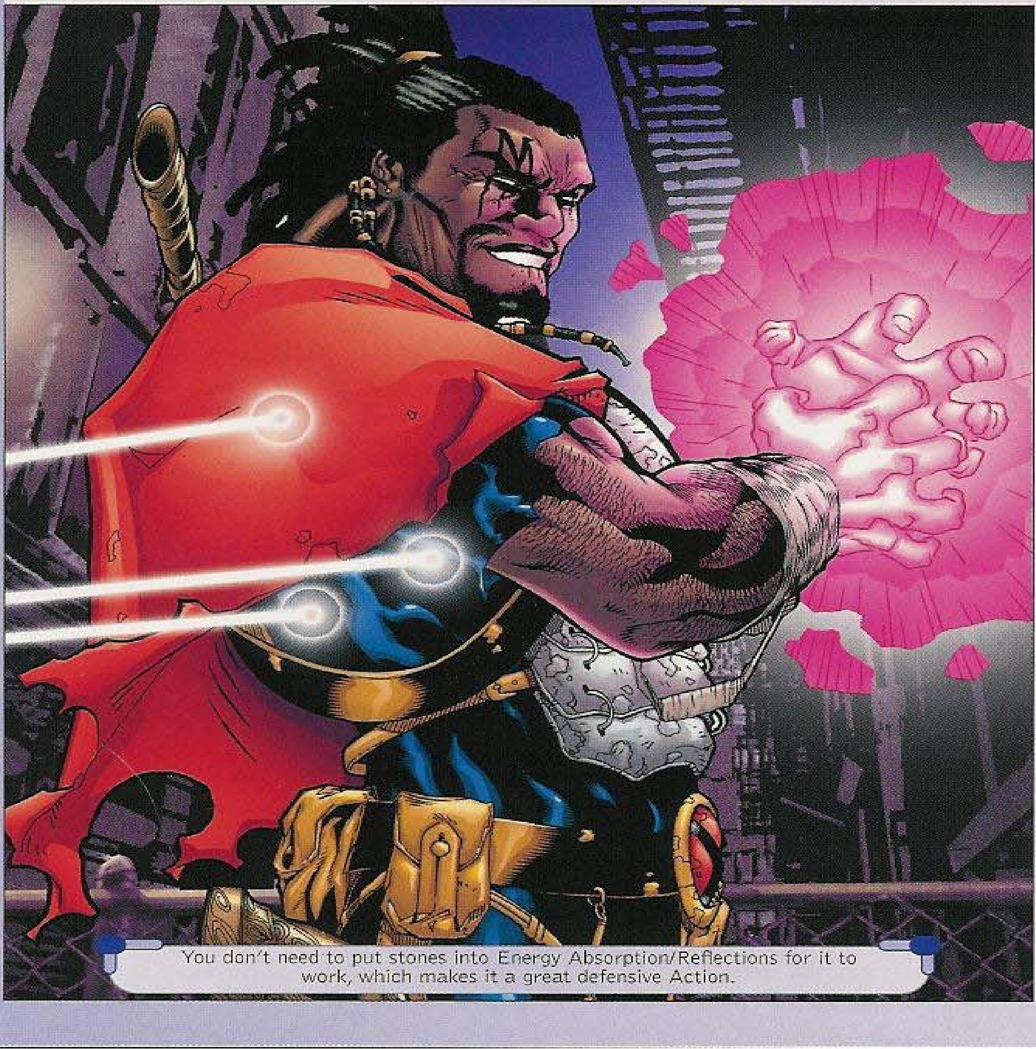
The power to fly is obviously useful for all sorts of reasons. Many characters choose to learn flight to a level of 3, although that is not their primary power.

Rules for Action Box:

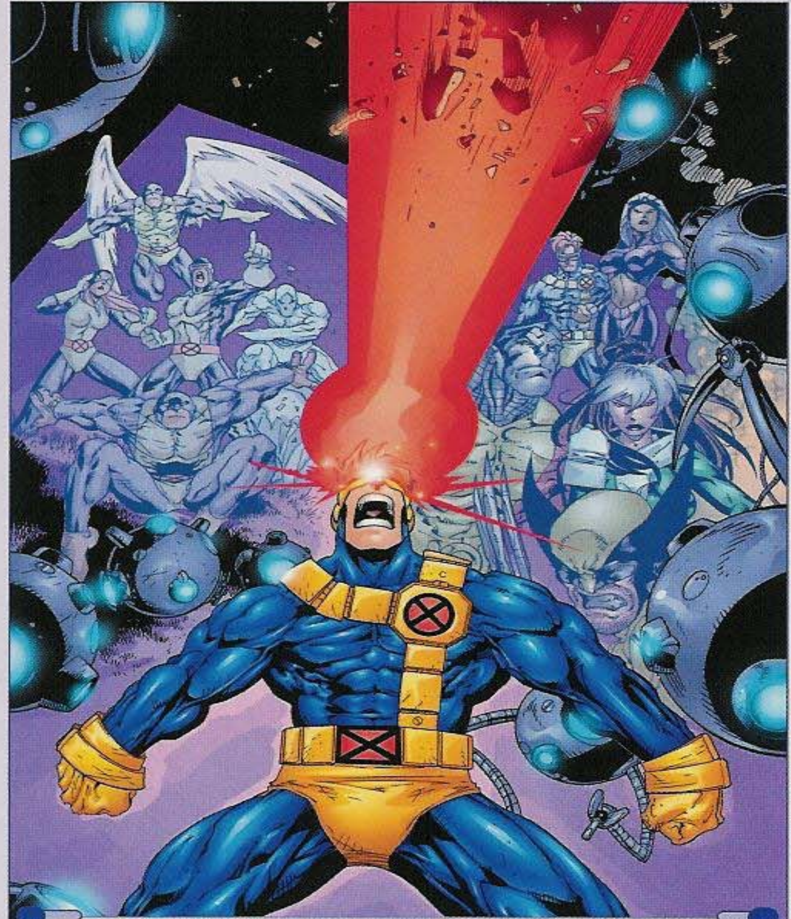
- **Flight speed up to Action Number**
- **Add stones for weight carried**

EXAMPLE

Rogue has an Action Number of 5 in Flight. She wants to get to the other side of the city fast, so she puts 2 stones into Flight. This gives her a speed of up to 750 mph, so she can travel anywhere in the New York City area in less than a Panel. If she is answering a call for help, this could make all the difference! Carrying



You don't need to put stones into Energy Absorption/Reflections for it to work, which makes it a great defensive Action.



Cyclops' Optic Blast is just one of the many possible forms of Force Blast that you can create.

someone might slow her down. If she were carrying another person weighing 2 stones (up to 250 pounds), she would add 2 more stones.

FORCE BLAST

[BEAM, PROJECTILE, ETC.]

Cost Level = Action Number

DESCRIPTION

Force Blast is the generic name for a whole category of variable-range energy attacks, from fireballs to Optic Blasts. You can also use this Action as a template on which to base your own made-up physical attack Actions, such as poisonous quills, hallucinogenic pheromones, acid, glue, etc. Many characters have this power in one form or another, but how powerful it is depends entirely on what Advantages are bought with it. A character can cause flames to shoot out from his fingertips or energy beams to shoot out from his eyes. The exact form is up to you: where it comes from (eyes, hands, mouth, chest, etc.), what it looks like (bolt, beam, wave, blast, etc.), what element it consists of (fire, ice, magnetism, plasma—see the Elements List on P. 43). This is an energy Action that can be used in both Close Combat and Ranged Combat situations, but is not the same Action as either. It comes with a Range of 4, but the range can be increased as needed by adding stones as per the Range Row on the D&R Chart. The Action can be bought with or without Advantages and Disadvantages to create a wide variety of effects. You must select an element (fire, etc.) from the Elements List. You get one element for free, and may pay to add more.

OPTIONS

- +1 to Cost Level for each additional Element desired.
- Note: If you want to have additional effects, such as defensive shields or flight related to this Action, you may want to check out the Action called Mastery of Elements.

COMMENTS

This is the same basic Action Cyclops used to create his Optic Blast. He started with a Concussive Blast from his eyes at an Action Number of 9. Then he added the following Advantages and Disadvantages to the basic Action:

- Can't be improved (-2 to Cost Level).
- 2x Damage (+2 to Cost Level)
- Power out of control without device (-2 to Cost Level)

So Cyclops' Optic Blast ends up costing him 6 white stones.

Rules for Action Box:

- **Variable range energy attack, Range: 4**
- **Split stones for multiple targets**

EXAMPLE

Cyclops' Optic Blast is a force blast with an Action Number of 9 that does 2x Damage. In Combat against the Brotherhood of Evil Mutants, he sees Sabretooth about to kill someone, so he announces to the GM that he's firing at Sabretooth with 6 stones. Sabretooth has 3 stones in defense that Panel, so 3 stones get through. Cyclops does 2x Damage, so this attack does 6 stones of damage to Sabretooth, enough to make him lose 2 white stones.

FORCE FIELD

Cost Level = Action Number + 3 Levels

DESCRIPTION

You can surround yourself and those around you with a Force Field to protect against attack. For every stone you put into defense, you get an additional stone of defense from the General Pool. The Armor Penetration Modifier has no effect on a Force Field. For defense, shift stones into Defense Area. You may also keep your stones in the Action Box and use them offensively, but offensive stones don't get any free stones added to them. You can buy this at -1 from Cost Level if you also have Telekinesis. You must pay stones for area covered above an area of 2 (10 feet diameter); these stones do not count towards defense.

COMMENTS

For characters who want a very intense but short-lived defense. It's expensive: it costs the same as Reflexive Dodge and Toughness, but you have to spend stones to use it. However, it may be used offensively and can protect others, which Reflexive Dodge and Toughness can't.

Rules for Action Box:

- **Defense: +1 free stone per stone spent**
- **Protect self or others**
- **Pay stones for area greater than 2**
- **Ignore Armor Penetration**

EXAMPLE

The Fantastic Four are being shot at by robots. Sue Storm, the Invisible Woman, has Force Field with an Action Number of 6. She puts 4 stones into a Force Field, which gives her a defensive strength of 8 stones and extends it around her teammates. Any attacks against her or those within her Force Field must overcome these 8 stones of defense before they can do any damage.

GAMBLING

Cost Level = Action Number

DESCRIPTION

Gambling is used when playing games of "skill" such as poker and applies less to straight games of chance such as roulette (though it might help you spot a dishonest wheel). Includes Intelligence Bonus. You can use your Agility as a free Bonus, but that's cheating! (stones vs. Detection.) Gambling is a general Action, but you may add one Specialty per Action Number or increase in Action Number during play to indicate particular prowess. To cheat successfully, you must have more stones in your Action Box than any stones being used to try and detect your cheating.

COMMENTS

For when winning that hand is important. And knowing when not to sit down at the table at all.

Rules for Action Box:

- **Intelligence Bonus**
- **Agility Bonus (when cheating)**
- **(Insert Specialties)**

EXAMPLE

Gambit has a Gambling Action Number of 6. He can add his Intelligence to this number to bring him up to 9 stones of effect to overcome Resistance. Gambit is playing cards with the boys and wants to win. He puts 3 stones into Gambling for the first several panels, then bets big while putting all his stones into Gambling. This number would be compared to the Resistance of his fellow players, who could use their Intelligence and/or their own Gambling Action to resist their being outplayed. At 9 stones, plus 3 more for his Agility Bonus if he decides to cheat, it's a rare poker game that Gambit can't win…if he wants to.

GENERAL KNOWLEDGE

Cost Level = Action Number + 1 Level

DESCRIPTION

This indicates a general, encyclopedic knowledge (to level learned). Player can ask GM relevant questions. (The scenario might say, "A General Knowledge of 5 or more would know that this could only mean one thing...") Includes Intelligence Bonus. This is a general Action, but you may add one Specialty per Action Number or increase in Action Number during play to indicate particular prowess: "What do I know about this?"

COMMENTS

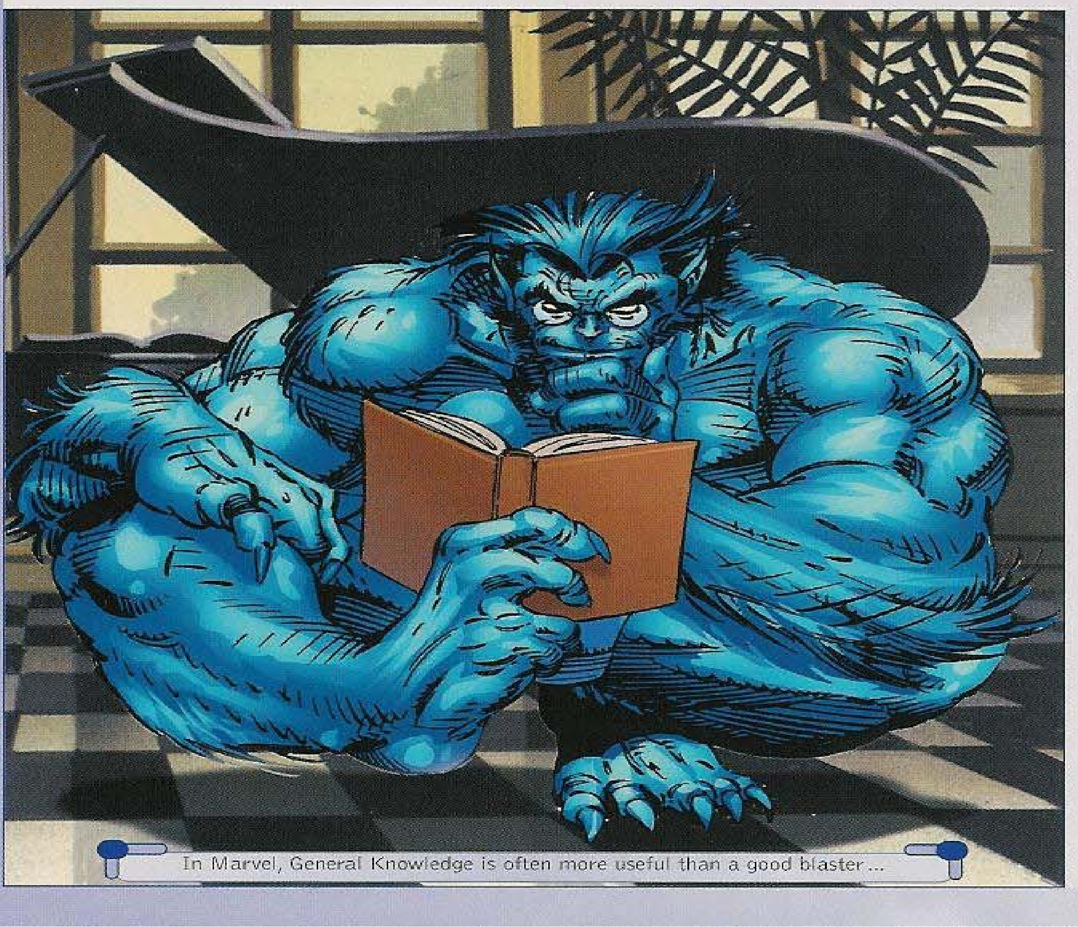
Why is this "power" useful? All we can say is that all the players who learn it wind up being very glad they did! (Maybe the answer is that Knowledge is Power. And, with an Intelligence Bonus for free, it's cheap, too.)

Rules for Action Box:

- **Intelligence Bonus**
- **Encyclopedic general knowledge**
- **Ask relevant questions of GM**
- **Action Number vs. scenario description**
- **(Insert Specialties)**

EXAMPLE

Beast has a General Knowledge Action Number of 6. He can add his Intelligence to this number to bring him up to 11 stones. While exploring the Morlock tunnels under New York City, Beast and the X-Men come upon a puddle of a strange, glowing green liquid. Beast spends 4 stones and asks the GM if he knows what it is or if he's ever seen anything like this before. Unless the substance is unusually rare, 4 stones should get Beast an answer. If not, Beast can always "think harder" by spending more stones. (The GM should know in advance what the liquid is and how hard it is to identify. After all, the GM put it there in the first place.



In Marvel, General Knowledge is often more useful than a good blaster ...

GROWTH

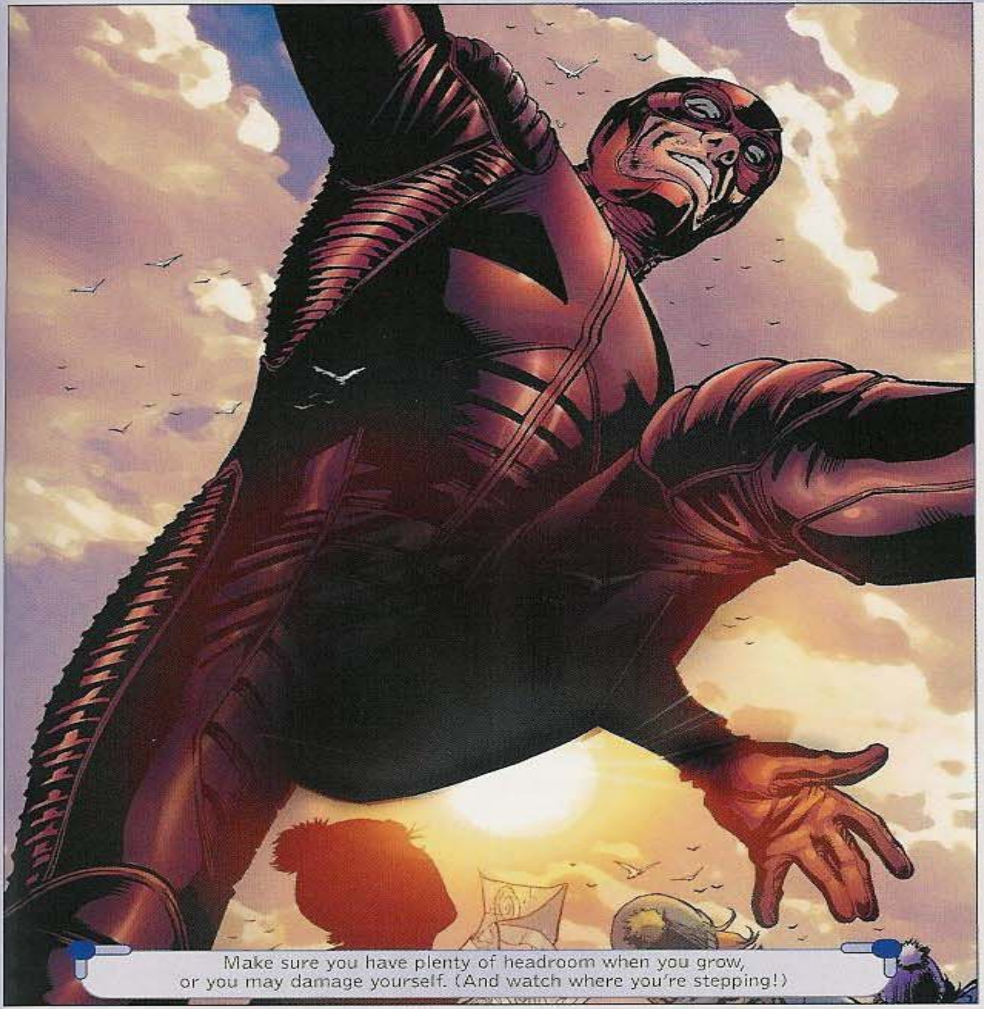
Cost Level = Action Number + 2 Levels

DESCRIPTION

The power to increase your size at will. Some characters do this via Pym Particles (a gas), a potion, a pill or by natural power. Method does not affect the cost of the power—effects are the same. You can increase your size to 20 feet times your Action Number. It costs 1 red stone for every 20 feet you grow. Your larger size results in your being stronger and more durable. Strength and Durability both increase by 1 for every 20 feet grown. The first stone of growth can bring you up to 20 feet tall, regardless of your original height. Also, you get 1 extra stone of Strength for your first stone of Growth. You can maintain this size for free until you wish to change it. You can revert to normal size at will at no cost. When you reduce to normal size, you revert to your normal number of red and white stones. However, you must still regenerate or heal any missing stones below your normal levels. This Action can't be improved by Lines, so make sure you buy the Action Number to the size you want.

COMMENTS

Expanded size can be used to intimidate, look over obstacles, beat things up, etc. Combine this with Social Skills like "intimidate" and "inspire awe" to exploit various roleplaying opportunities. Being able to revert to normal size is very useful



Make sure you have plenty of headroom when you grow, or you may damage yourself. (And watch where you're stepping!)

and allows a character to Adventure with a normal group. Think about using Strength as your Bonus in Close Combat.

Rules for Action Box:

- **Grow to (Action Number x 20')**
- **Cost to grow: 1 stone/20'**
- **+1 Strength/20' (+1 extra for first 20')**
- **+1 Durability/20'**
- **Duration at will**
- **Can't be improved by lines**

EXAMPLE

Dr. Henry Pym has a Growth Action Number of 5. He wants to become 60 feet tall, so he puts in 3 stones. He grows to 60 feet. His strength increases to 6 (it increases by 1 per 20 feet, starting at his strength of 2, plus 1 extra stone of Strength for the first 20 feet). He gains 3 stones of Durability (and therefore 9 new stones of energy). He's now 60 feet tall with a Strength of 6 and Durability of 6 until he changes back!

HEALING

(MEDICAL OR MUTANT/MAGICAL)

Cost Level = Action # + 1 Level (Med)

Cost Level = Action # +2 Levels (Mut/Mag)

DESCRIPTION

This Action allows the user to heal other characters who have sustained injuries. Using a Medical or Mutant/Magical Healing Action, a healer can:

1. Heal or regenerate her Action Number of red stones per Panel. It costs the healer 1 red stone to heal 1 red stone.
2. Heal her Action Number of white stones per day. It costs the healer 3 red stones to heal 1 white stone. (She'll have to keep track of how many white stones she's healed each day.)

For a character who is down to his last red stone of health, a healer could heal 2 red stones, bringing him up to 1 white stone, and then heal as many white stones as the healer had energy for, up to the injured character's capacity.

For a character who has used up all of his red stones of energy and couldn't do any Actions until he regenerated red stones, a healer could regenerate red stones for that player, up to each of their respective capacities.

For playing purposes, the only difference between Medical Healing and Mutant/Magical Healing is that sometimes a Medical Healer won't have access to the equipment she needs to do anything other than first aid or energy stimulants, whereas a Mutant/Magical Healer usually has whatever he needs with him. That's why Mutant/Magical Healing costs Action Number + 2, whereas Medical Healing only costs Action Number + 1.

COMMENTS

Being a Super Hero can be dangerous, and not everyone has an Accelerated Healing Factor like Wolverine. Most groups would do well to have access to someone who can perform Medical Actions. The X-Men have Dr. Henry McCoy (Beast), Jean Grey and a few others floating around. In other words, it's a handy Action to have. And if you can heal, you're always a valuable asset to any group of players. (You don't even need to be named McCoy, although it seems to help.)

Rules for Action Box:

- **Heal/Regenerate Action Number of red stones/Panel**
- **Spend 1 red to heal/restore 1 red**
- **Heal Action Number of white stones/day**
- **Spend 3 red to heal 1 white**

EXAMPLE

The X-Men have been pretty banged up in a recent fight with the Brotherhood. Jean and Cyclops have each lost a white stone, Rogue has lost 2 white stones, and Gambit is in a coma and down to 1 red stone of health. With a Medical Healing Action Number of 7, Beast can heal up to 7 white stones per day (at a cost to him of 3 red stones per white stone healed). So once they get back to the Mansion where his medical equipment is, Beast spends 12 red stones and heals Rogue, Cyclops and Jean. Then he spends 1 red stone to heal 1 red stone so Gambit is up to 2 red stones and comes out of his coma. Then Beast turns the 2 red stones into 1 white (only 1 more red stone for Beast to spend, but it counts against his total of 7 white per day). Finally, Beast heals 2 more of Gambit's white stones, bringing Gambit up to full strength. Beast would be unable to heal any more white stones that day but could do it all over again the next day. Spending 3 red stones per Panel, it would take Beast about 7 Panels to accomplish all this healing.

HEX-SPHERES

Cost Level = Action Number + 3 Levels

DESCRIPTION

This mutant power (the same one used by the Scarlet Witch) allows you to generate finite pockets of reality-disrupting, Psionic force that cause random disturbances in the molecular-level probability fields surrounding their targets. As a result, unlikely phenomena occur. With greater preparation time, one can cast the hex power to garner specific results. (Whew!)

How does it work? It's a Ranged Energy Attack, limited by line of sight, with a range of 4. One Hex-Sphere can affect one target. You allocate stones into a sphere based on target size. The bigger the target, the bigger the sphere necessary to affect it. (See the Area row on the D&R Chart for the number of stones required.)

However, in terms of roleplaying, this is Chaos Magic at its best…or weirdest. Remember earlier in this guide when we said that playing this game is like writing your own comic book? Well, that's what happens with Hex-Spheres. When you use this power, anything can happen. And it's your job to describe the anything. Have fun. Throw a Hex-Sphere on your enemies and watch their weapons suddenly melt, rust or get clogged with flowers. Your hexes can cause spontaneous combustion, disruption of energy fields, sudden winds and anything else your imagination can dream up. The trick is to get the result you want (attacking your enemies or disrupting their activities) in the most chaotic, enjoyable way possible. If you want to stop an attack, turn the ground in front of the attacker into quicksand…or mud…or chocolate pudding. If you want to stop a villain from getting away, have his sneaker soles turn into glue. Or have his clothes fall down around his legs.

If your Hex-Sphere was large enough to affect the intended target, and if your description fits the nature of Hex-Spheres and what's going on, then the GM will describe how the effect interacts with the situation. (If not, the GM may add her own spin on what's going on, further increasing the chaotic nature of Hex-Spheres. GamesMasters, feel free to help players come up with their chaotic effects.)

Chaotic or not, characters like the Scarlet Witch have eventually learned how to increase their control over their Hex-Spheres. To decrease the chaotic nature of this Action, you must spend one Panel of preparation and add 1 extra stone for every stone of effect. These extra stones do not count towards damage, but they do mean you can define your effect more accurately. So for a more controlled 4–stone effect, one would need to spend 8 stones and 8 Panels of preparation.

COMMENTS

Don't choose this power if you don't like being creative and imaginative. This power is for someone who likes it weird. If you take this power, then getting Lines for good roleplaying will depend upon how appropriately chaotic your hex results are. Above all, be creative and have fun.

Rules for Action Box:

- **Variable-range chaotic energy attack, Range: 4**
- **One Hex-Sphere per target**
- **Must describe chaotic effect**
- **Add stones and Panels for control**

EXAMPLE

The Scarlet Witch has this at an Action Number of 8. If she were being attacked by two men with guns, she could throw two 4-stone Hex-Spheres at them. These would have a random effect on either the men or their guns, as chosen by the player. A 2-stone Hex-Sphere affects an area 10 feet in diameter, so she should easily accomplish whatever she describes. Wanda might say, "I increase the effects of time upon their guns, and reduce them to rust," or, "I make the ground under their feet so slippery, they fall down hard."

HUNTING/TRACKING

[DETECTING/PURSUIT]

Cost Level = Action Number

DESCRIPTION

This is an all-purpose Action that includes all aspects of hunting or tracking, hiding or escaping. The outdoor version is Hunting/Tracking, the urban version is Detecting/Pursuit (or other, darker descriptions—it's up to you). You can follow a trail as old as your Action Number on the Duration row of the D&R. (For example, a Hunting Action Number of 6 lets you follow a trail that is several days old, but an Action Number of 3 only lets you follow a trail that's an hour old. Heightened senses can combine to increase this Action Number if you need to follow an older trail). This is a general Action, but you may add one Specialty per Action Number or increase in Action Number during play to indicate particular prowess. For purposes of setting or spotting ambushes or traps, use Action Number vs. Difficulty. If you have the totem of an appropriate animal (i.e., you have either Animal Senses like Wolverine or are a Transformer like a Werewolf) then the cost is one level cheaper.

Specialties include
(feel free to make up your own):

Stalk (Follow) • Follow Trail • Trace Scent
Set Up/Spot Ambush • Set Up/Spot Traps

COMMENTS

A natural for the wilder types, especial lone wolves with chips on their shoulde

Rules for Action Box:

- **General wilderness (or urban) hunting skills**
- **Action Number vs. elapsed time (Duration on D&R)**
- **Action Number vs. Difficulty of trap/ambush**
- **(Insert Specialties)**

EXAMPLE

Wolverine has a Hunting/Tracking Acti Number of 7. He is trying to track down a lo child he has never met, but he does have her sc from a favorite stuffed animal. Her trail is 3 da old, for a Resistance of 6. If he puts at least stones into this skill, he can pick up her trail.

INVENTING

Cost Level = Action Number + 6 Levels

DESCRIPTION

So, you want to invent the Ultimat Nullifier, do you? Or perhaps your ow Time Machine? Or maybe a home-mad pair of Web Shooters? Inventing is th Action which allows you to create ne devices, processes, weapons, etc.

In order to have this Action, you ar required to know Technology to an equa or greater level. In other words, if yo know Technology to 5, you can lear Inventing to 5 or less, but not 6. The Actio includes an Intelligence Bonus.

To figure out how many stones a Invention will cost to invent, add up th total number of stones used by all of th aspects of the thing to be invented. If it ha stones for Speed, add them. If it has stone for Attack, add them. If it has a Fligh Action number of 6, add 6 stones. In orde to find this out, you may want to consul the Items list or the list of Actions an Modifiers. Any value represented in stone can be an aspect of your Invention. This i the Total Aspect Stones of the invention.

Note: The maximum number of stone a single aspect of your Invention may hav is one half of the total of your Intelligen Number and your Invention Actio Number. So, if you had an Intelligence of and Inventing to 9, the most stones an single aspect of your invention could hav would be 8 stones.

Once you know the total number o stones, multiply that by the Total Inventio Factor. The Total Invention Factor is mad up by adding up your Base Inventio Factor (A), the Usage Factor (B), and an

Inventing takes a little more effort than other Actions, but the results can change your world.

Advantages (C) you give your invention.

A. Base Invention Factor

- Existing technology you know	x4
- Existing tech you don't know	x6
- Never been done	x10

B. Usage Factor

Usage Factor	Cost Increase
- Usage: 1 time	No extra cost
- Usage: 2 times	+3 levels
- Usage: Permanent	+6 levels
- GM Discretion	+X levels

C. Advantages

You may also give your invention any of the Advantages listed on P. 40. Just add the increased Cost Levels to the Base Invention Factor and Usage Factors to get the Total Invention Factor.

How to Invent Something

In order to invent something, you use the following formula:

Total Aspect Stones x Total Invention Factor = Invention Stones

In any given day, you may invest as many stones as the total of your Intelligence and your Invention Action Number. So, if you had an Intelligence of 7 and Inventing to 9, the most stones you could invest in all of your inventions that day would be 16 stones. These stones come out of your Energy Reserve, the same way other stones of energy do.

You may work on more than one invention at a time. You may accrue stones in your inventions over time, putting in a few stones each day until you have completed your invention. You don't have to work on your invention every day, but you may not save unspent stones or use them on a different day.

COMMENTS

If you want to be an inventor, you will have to accept the fact that you may not be able to complete your invention in the course of a single playing session. It may take your character a few months or even longer to invent something really big. That doesn't mean your character can't also go on Adventures, though. It just means you may have to wait before your invention is ready.

Rules for Action Box:

- **Intelligence Bonus**
- **Stones vs. Cost to Invent**
- **Maximum stones/day = Intelligence + Action #**
- **May accrue stones per invention over time**

EXAMPLE

Reed Richards (Mr. Fantastic) has an Intelligence of 9 and an Inventing Action Number of 8. He wants to invent a jet belt with a Force Field. He wants the belt to be able to fly at up to the speed of sound, or 6 stones. He also wants it to be able to carry one extra person, so he adds in 2 stones (for one 250 lb. guest, just like Flight). The Force Field will protect the wearer (and guests) at those speeds, and also from any attacks, up to 6 stones. So the Total Aspect Stones of the item is 14 stones. His invention uses existing technology he has, so he has a Base Invention Factor of x4. He wants the item to be permanent, so the Usage Factor is +6 levels. He wants it to be self-powered, so he's going to add 3 levels as if it were a Modifier. He wants it to protect others, so he adds, "Others benefit from powers, +3 levels." This comes to a Total Invention Factor of 16. His Total Aspect stones are 14, multiplied by the Total Invention Factor of 16, for a Total Invention stones of 224 stones. He can invest 17 stones per day into his Inventions, so it would take Reed 14 days of work in his lab to invent this jet belt.

INVISIBILITY

Cost Level = Action Number + 2 Levels

DESCRIPTION

You and whatever you are wearing or carrying become invisible (but not insubstantial). If you are invisible, you can still be heard, smelled, etc. Operates on the premise of bending light waves so as to avoid being seen or detected by the human eye or normal cameras. Defends against detection at Action Number. Costs 2 stones to become invisible. Invisibility can be maintained at will, and you can become visible without cost. Invisibility costs 1 stone/Panel to maintain.

To see an invisible character, the scanner's Action must exceed the Invisibility Action Number.

COMMENTS

Invisibility is most useful in infiltration, escape, information gathering–not to mention sneaking up on enemies so you can hit them before they get a chance to assign defensive stones.

Rules for Action Box:

- **Become invisible to eyes, cameras**
- **Action Number = Resistance to detection**
- **Cost 2 stones to disappear**
- **Duration: 1 stone per Panel**

EXAMPLE

Sue Storm, the Invisible Woman, has an Invisibility Action Number of 6. She sees Mystique and Sabretooth coming at her and decides to hide by turning invisible. She puts 2 stones into her Invisibility Action and fades from view. Since Mystique can't shoot at what she can't see, she puts 3 stones into Black Ops to try to find her. Black Ops is not an Action that can see something invisible so she fails. Sabretooth tries to smell her using his Animal Senses of 6. Since Invisibility doesn't mask smell, Sabretooth can smell where she is, which would be enough to track her down and tear her apart if she hadn't also thrown on her Force Field and then flown away.

LEADERSHIP

Cost Level = Action Number

DESCRIPTION

The ability to give orders, offer suggestions, etc., in such a way to improve the efforts of the entire team. You can assign up to 2 of your red stones per player to other players' Actions, up to your Action Number per Panel. May not be used to improve Telepathy or Magic.

COMMENTS

Indispensable for a cooperating team. A good team leader can fine-tune his entire team's Actions from certain defeat to come-from-behind victory in a single Panel. Some GM discretion may be necessary, but we suggest allowing the widest possible latitude to players.

Rules for Action Box:

- **Improve efforts of teammates**
- **Assign up to 2 red stones/player**
- **Total limit per Panel = your Action Number**

EXAMPLE

In a battle, Captain America sees that his teammate, Iron Man, is running low on energy and can't power both his Flight and his Uni-Beam. He also sees that his other teammate, Wasp, is fighting a foe much stronger than she is, and she's already put the maximum of 9 stones into her Bio-Electric Bolts. He tells the GM he is giving orders and strategy to help them win their fights. He assigns 2 stones out of his Leadership Action to Iron Man's Uni-Beam Action Box and 2 stones into Wasp's Bio-Electric Bolts Action Box. Iron Man and Wasp must leave the new stones in whichever box Captain America placed them in. But the stones can be added to exceed the limits of Action Boxes that were otherwise filled up, as they did in the case of Wasp's Bio-Electric Bolts attack.

MASTERY OF ELEMENTS

Cost Level = Action Number + Options taken

DESCRIPTION

Mastery of any element on the element list means control of that element is an inherent part of you. You will always be looking for ways to have your element help you out. Use Options to sculpt your Mastery to your tastes and style of play. You have lots of leeway in which element you choose (GM should encourage fun and unique choices). We've listed a selection of elements here as examples; any element may be used.

Note: Due to its extraordinary power, Master of Magnetism has an additional cost of +2 levels that the other Masteries do not have. It also comes with an additional option that allows substitution of Mastery of Magnetism Action Number for Strength at a +1 level to its cost. Use this a guide for creating your own Masteries: the really powerful Masteries (i.e., they affect more things, like magnetism) should cost more.

Examples of Element Master Effects

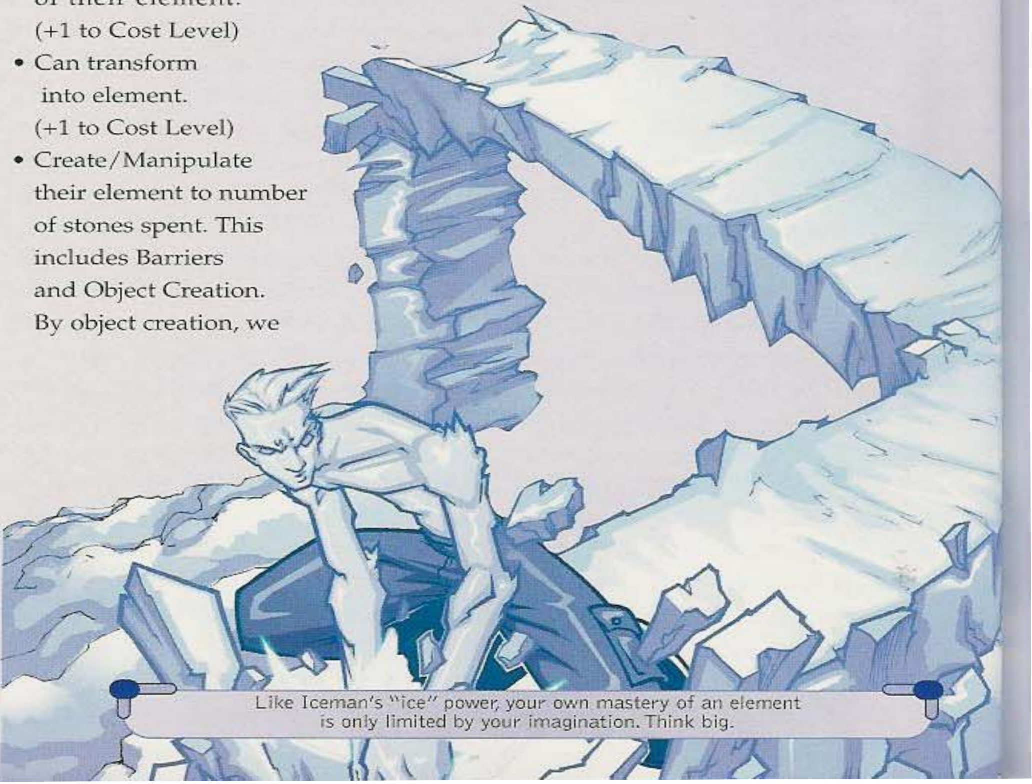
Ice:	Condense ice out of air. Can dry the air, chill the area, make things brittle.
Fire:	Can heat the air, create flame, melt objects, make metals soft.
Magnetism:	Control of magnetic force. Can affect anything if enough power spent.
Vibration:	Cause building collapses, earthquakes, avalanches.
Water:	Condense water out of air, control water, breathe in water, flying skills get no minus underwater.
Weather:	Control of the weather, including storms, lightning, wind, hail and rain.
Sonic:	Sound attacks, directional area attacks, can be heard at great distances.

OPTIONS:

- Immunity to the effects of their element. (+1 to Cost Level)
- Can transform into element. (+1 to Cost Level)
- Create/Manipulate their element to number of stones spent. This includes Barriers and Object Creation. By object creation, we mean shapes and forms, not working devices. (May spend extra stones for subtlety, effects, accuracy, etc.) (+1 to Cost Level)
- Get a force blast with appropriate effect (+1 to Cost Level)
- Accumulate energies over time for major effect. Stunned afterwards for a Panel (+2 to Cost Level)
- All Masters may buy Flight (or movement) related to Mastery at -1 to Cost Level.
- Separate Masteries can be learned, but each must be learned as a new Action. (I.e., the "Each additional element Advantage" does not apply to Masteries.)
- Remember, if you can make it up, you can add it to your Mastery, if the GM agrees and it makes some level of sense.

Examples of Object Creation [Part of Creation/ Manipulation]

Ice:	Objects tend to last 10+ Panels.
Fire:	Objects only last as long as maintained.
Magnetism:	No Object Creation, but may manipulate magnetic forces similarly to Telekinesis.
Vibration:	No Object Creation, but can deform terrain to stones of effect. Does not affect living objects directly.
Water:	Objects only last while maintained.
Weather:	No Object Creation.
Sonic:	No Object Creation.



Like Iceman's "ice" power, your own mastery of an element is only limited by your imagination. Think big.

Examples of Element Barriers [Part of Creation/ Manipulation]

Ice: Condense ice out of atmosphere. Blocks progress, reduces speed, eventually melts. Duration 10+ Panels.

Fire: Stones of attack that may also set on fire objects that touch or pass through. Duration 1 stone/Panel.

Magnetism: Mobile Force Field of solid magnetic force. Blocks x2 stones for every stone used. Duration 1 stone/Panel.

Vibration: Wall of intense vibration that will disrupt anything non-living that passes through it. Duration 1 stone/Panel.

Water: Can form water from atmosphere into a barrier. Duration 1 stone/Panel not in water, 10+ Panels in water.

Weather: Barriers made of Wind, hail, intense storm. Duration 1 stone/Panel.

Sonic: Wall of solid sound that blocks 1 stone/stone used. Duration 1 stone/Panel.

Examples of Element Blasts

(Range: 4, but may add stones for increased range per D&R.)

Ice: Normal Damage, may attack vs. Durability to petrify, freeze, encase in Ice, but not kill. Succeeds if any damage occurs, duration = 1 panel/ stone of Damage.

Fire: 2x Damage.

Magnetism: Normal Damage, but may also Area Attack vs. Durability to immobilize. Duration as long as maintained.

Vibration: Area Attack, 2x Damage. Does not harm living creatures except indirectly (building falls on them, etc.).

Water: Normal Damage, 2x Damage if in water.

Weather: Lightning: 2x Damage; wind, hail: normal damage; storms, hurricanes: Area Effect.

Sonic: Normal Damage, but may also Area Attack vs. Durability (to Stun). Succeeds if any damage occurs, Duration = 1 Panel/stone of Damage. Can shatter objects.

A Selection of Masters of Elements

Here is how some of the most famous Masters of Elements in the Marvel Universe bought their Masteries.

Ice Man: Cold Mastery

Cost Level = Action Number +4 Levels

- Immune to effects of cold.
- Can turn into ice.
- Create, Manipulate, reshape ice.
- Force Blast (Attack vs. Durability to freeze, petrify).
- Also bought Flight via ice slides at a discount.

Human Torch: Fire Mastery

Cost Level = Action Number + 6 Levels

- Immune to the effects of fire, heat.
- Can turn into flame.
- Create Fire, manipulate flame, set things on fire, move fires about.
- Force Blast (2x Damage).
- Accumulate Energy (Nova Blast, +2 to Cost Level).
- Also bought Flight via at a discount.

Magneto: Mastery of Magnetism

Cost Level = Action Number +2 Levels
(+6 more for Options)

- Immune to effects of Magnetism.
- Force Blast (Magnetic)
- Can Manipulate magnetic forces, causing most things to come apart or reassemble; can pick up and throw magnetic objects. Can "take over" machines using electrical or magnetic power.
- Accumulate energy over time for major effect.
- Can substitute Mastery for Strength (+1 to Cost Level)
- Mastery is of extraordinary power (+1 to Cost Level, GM discretion)

COMMENTS

This group includes some of the most senior and powerful heroes. If you are not sure what you want to be, just pick a Mastery and make it yours. If Mastery does not fit your visualization of the character you might want to look at Transformation for your power.

Rules for Action Box:

- **Hey, it's your Mastery, you write the rules. But remember, you're usually making things up as you go.**
- **Range: 4**
- **(List Options)**

EXAMPLE

The Human Torch has a Mastery of Fire of 7. He is flying along at a speed of 3 when he sees a building on fire below him. He quickly swoops down and puts 5 stones into his Fire Mastery to try to control the flames. He still has to use 1 stone in Flight to stay aloft, and can use all his others for this Action. A building on fire has a Difficulty of 4 (from the D&R, environmental damage table). The GM says it is a 4-story building, and gives it a Resistance of 4 stones per floor, or 16 stones of Resistance. (The GM could have decided it was more or less then this, of course.) The Human Torch can easily control the flames with his 5 stones, but it will take him 4 Panels to completely put out the fire.

NINJA

Cost Level = Action Number + 5 Levels

DESCRIPTION

Ninjas are highly trained assassins with a suite of specialties that include aspects of Thieving, Assassination, and Black Ops. but are included in a single Action Box. Ninja can be used as either Close Combat or Ranged Combat. Not easy to learn "just anywhere." Includes an Ability Bonus and 2 Weapon Modifiers. A Ninja may use 2 Weapon Modifiers in combat as a single attack. A Ninja may use either an Ability Bonus and a Weapon Modifier or 2 Weapon Modifiers in the Ninja Action Box. Ninja is a general Action, but you may add one Specialty per Action Number or increase in Action Number during play to indicate particular prowess.

Specialties include (feel free to make up your own):

Weapons (by type) • Hiding • Disguise Assassination • Silent Movement Concentration • Stalk (Follow Unseen)

COMMENTS

This is a self-contained "operating package" that covers a lot and allows a lot of room for a character to grow. Frequently used in combination with Acrobatics.

Rules for Action Box:

- **(Insert Ability) Bonus and Weapon Modifier, or 2 Weapon Modifiers**
- **Close or Ranged Combat**
- **Split stones for multiple targets**
- **(Insert specialties)**

EXAMPLE

Elektra has a Ninja Action Number of 7. She can add in her Agility, making it 10 (but she *only has 9 stones in her Energy Reserve, so her effective maximum without a Weapon Modifier is 9 stones of energy). She is sneaking into a building using this skill and puts 7 stones into it. The building is a long-time Hand base, and so we look on the D&R to see how hard it is to sneak in. Under "Opening Locks" we see that "Supernatural" defenses have a Resistance of 7. Elektra tells the GM she is moving slowly and carefully, and gains an extra stone of effort from the General Pool as a Situational Modifier for preparation. This gives her 8 stones of effort, so she is able to overcome the defenses and sneak in. A few Panels later, after her Energy Reserve has regenerated back up to 9 stones, she sees a guard and decides to take him out of the equation. She sneaks over to him and attacks him. Since she is using Ninja for all these Actions, she attacks him silently with all 7 stones of Ninja and can add in her remaining 2 stones from Agility Bonus, to hit him with 9 stones all at once.*

PERSONALIZED ACTIONS

Cost Level = Action Number (GM discretion)

DESCRIPTION/COMMENTS

Players are not restricted from learning an Action just because it is not listed here. Such Actions can be an important part of roleplaying and can individualize a character. Beast, for example, is trained in keyboards. Mystique has been a professional actress. Some people make their Personalized Actions into careers. Peter Parker works as a photographer for *The Daily Bugle*. His specialty is taking shots of Spider-Man. Includes Ability Bonus, when appropriate (GM discretion).

You may add one Specialty per Action Number or increase in Action Number during play to indicate particular prowess at your chosen Action.

Rules for Action Box:

- **(Insert Ability) Bonus (if any)**
- **(Anything else you feel is relevant)**
- **(Insert Specialties)**

PHASE SHIFT

Cost Level = Action Number + 2 Levels

DESCRIPTION

The power to slide through solid objects and matter, moving through the spaces between atoms or through an alternate dimension. The effect extends to clothing or anyone whom the character is touching. While intangible, a character can walk on air, moving upward at stair-climbing speed. Phase shifters disrupt electrical systems they pass through. They can't be hit physically while in phase, but are still vulnerable to Telepathy and Magic.

COMMENTS

Some players don't make the front page. But superior play can cause these powers to outperform the far more powerful. Obviously this is an ideal Action for getting into and out of "secure" locations and for escape situations.

Rules for Action Box:

- **Pass through solid matter**
- **Stones = Panels of duration**
- **Effect includes anyone/anything touched or carried**

EXAMPLE

Shadowcat has a Phase Shift Action Number of 7. She wants to see what is on the other side of a door. She puts 3 stones into this Action to phase for 3 Panels, and phases, moving though the door and seeing what is on the other side while staying out of phase. She could take anyone she wanted with her, even objects as large a vehicles, if she is touching them. With an Action Number of 7, she could stay out of phase for 7 panels, moving through solid matter all this time. She had better not still be inside a solid object on the eighth Panel, or she could be killed by materializing inside solid matter.

PSI-WEAPON

Cost Level = Action Number + 3 Levels

DESCRIPTION

Generate a weapon (sword, spear, bow and arrows, etc.) from your own mental energy to be used as a combined action with Close Combat, Ranged Combat or an Ability. Stones remain in the Psi-Weapon Action Box and may be reused until combat is over. You may use this weapon in the same Panel you create it. Your Psi-Weapon may be used to stun instead of kill, in which case stones of damage = duration of victim being stunned. If Ranged (i.e., bow and arrow, spear), the Psi-Weapon has a Range of 3.

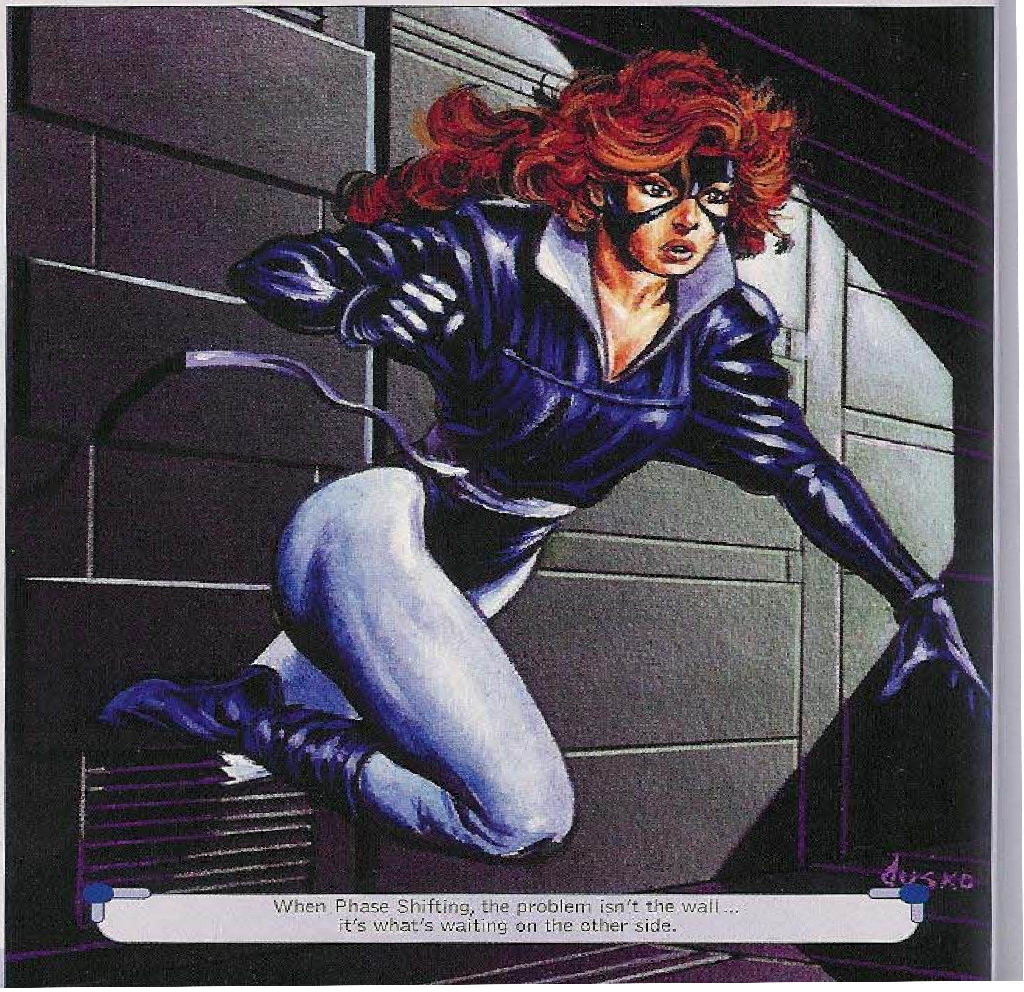
For an interesting variation on this power, replace mental energy with any other element from the Elements List. For example, Flame Dagger, Microwave Sword, Ice Scimitar, etc.

COMMENTS

Mental attack vs. physical foes by physical means. A great action when combined with Close Combat, Ranged Combat or even Ninja.

Rules for Action Box:

- **Create mental weapon**
- **Combine with Close/Ranged Combat**



When Phase Shifting, the problem isn't the wall ... it's what's waiting on the other side.

EXAMPLE

Psylocke has a Psi-Weapon Action Number of 7. She puts 7 stones into Psi-Weapon and produces a sword which she can use with Close Combat as a 7–stone attack, adding to it her Close Combat stones. She can now use her 7-stone Psi-Sword for free, allowing her to put her remaining stones into Close Combat. She can use this Psi-Sword by combining stones from her Psi-Weapon Action Box and her Close Combat Action Box. Her 7-stone Psi-Weapon will continue to exist without her adding more stones to it until the combat is done. She can also choose to either stun or wound her foes in Combat.

SHAPE SHIFTING

Cost Level = Action Number + 3 Levels

DESCRIPTION

This is the ability to alter your physical presence, including fingerprints, retina, clothing, voice, etc., to appear to be someone else, so you will not be detectable by normal technology. You can copy someone after observing him for one Panel. Action Number is Resistance to being detected. Costs 3 stones to shift, then 1 stone/Panel to maintain (2 stones per Panel if the person you shift into is appreciably larger or smaller but still within normal humanoid height range).

COMMENTS

Some players look down on non-Combat Actions. Others look upon them as an unusual path towards the completion of Mission Objectives. It's worth noting that Mystique is an accomplished actress! One of the best powers for true roleplaying. Ideal for "solo play."

Rules for Action Box:

- **Psionically change appearance (human form only)**
- **Action Number = Resistance to detection**
- **3 stones to shift**
- **Duration: 1 stone/Panel at same size**
- **2 stones/Panel for larger/smaller**

EXAMPLE

Mystique has a Shape Shifting Action Number of 8. She decides to replace Senator Kelly with herself. She spends 3 stones to copy him, and now looks just like him. She can maintain this form for 1 stone per Panel forever, if she wanted, and would resist being detected with her full Action Number of 8. A character would need to overcome 8 stones to detect her. So if Wolverine came along with his Animal Senses Action Number of 7 he would fail to detect her unless he could somehow get a Situational Modifier of +2. For example, if Wolverine spent a couple of extra Panels sniffing around, and had been around Mystique earlier and recognized her scent, that would earn him a +2 Modifier for preparation. Or if he knew the real Senator and Senator Kelly/Mystique did something suspicious or out of character.

SHRINK

Cost Level = Action Number + 1 Level

DESCRIPTION

The power to decrease your size at will. Some characters do this via Pym Particles (a gas), a potion, pill or by natural power. The method doesn't affect the Action's cost, and the effects are the same. It costs you 1 red stone per size reduction. You can maintain this form for free and resume normal size at no cost, at will.

Stones	New Size	Reflexive Dodge Increase*
1 red	4 feet	+1
2 red	2 feet	+1
3 red	1 foot	+2
4 red	6 inches	+2
5 red	3 inches	+3
6 red	1 inch	+3
7 red	1/2 inch	+4
8 red	1/8 inch	+4
9 red	cellular	+5
10 red	molecular	+5

*If you don't have Reflexive Dodge, then you get it when you Shrink. If you do, then your Reflexive Dodge Modifier increases as you shrink. Reflexive Dodge increase is only relative to things bigger than you. This can't be improved by Lines, so buy the Action Number to the size you want.

OPTIONS

- Insect Strength: +1 to Cost Level. Strength increases by 1 for every 2 levels of Shrinking, rounded down, to a maximum Strength of 6.

COMMENTS

A great way to go unnoticed without actually being invisible. A skillful player will find ways to gain from this. Try to take advantage of your size to set up situations where you strike against undefended enemies.

Rules for Action Box:

- **Shrink to (min. size)**
- **Shrinking increases Reflexive Dodge**
- **(Insect Strength Option; +1 Strength/2 Levels shrunk, up to 6)**
- **Duration at will**

Getting small can be a big advantage, especially if you also get stronger, like Wasp.

EXAMPLE

Wasp has a Shrink Action Number of 8 and bought the Insect Strength option. She wants to shrink to 1/2-inch tall, so she puts 7 stones into Shrink. She is now 1/2-inch tall, her Strength has increased to 5, and her Reflexive Dodge has increased by 4 to 6.

SOCIAL SKILLS

Cost Level = Action Number

DESCRIPTION

Social Skills reflect a character's ability to interact with other characters and situations. They also reflect an ability to "speak the language" of a culture, from knowing gang signs to understanding hacker jargon. Characters can use their Social Skills to find out information, deal with authority figures, convince an NPC to give or do something, and infiltrate organizations, just to name a few. Usually characters will use their Social Skills Action in interacting with NPCs played by the GM, not for interactions with another player. When it comes to interacting with another player, the GM and players may decide that the Social Skills Action is overruled by the player's own, real abilities to converse and function. Social Skills is a general Action, but you may add one Specialty per Action Number or increase in Action Number during play to indicate particular prowess.

COMMENTS

This is usually the second most important Action you will use during the game. Every single Marvel Character has it, to some degree. It allows you to interact reasonably with the outside world and can be molded to suit your environment. You don't have to start out with it big, but investing Lines in Social Skills can round out your character. Feel free (under the GM's supervision) to make up your own.

Specialties include
(feel free to make up your own):

Streetwise • Underworld • Socialite Charm • Persuasion • Diplomatic Protocol Professional Criminal • Military Protocol Gang Lifestyle • Political Culture • Hacker Law Enforcement • Etiquette • Academia Blue Collar • Language & Culture • Clergy

Rules for Action Box:

- **Interaction with NPCs**
- **(Insert Specialties)**

EXAMPLE

Black Cat has a Social Skills Action Number of 3. She is trying to get information about a new gang moving into town. She puts 3 stones into her Social Skills and asks around. She has the Specialty, "Streetwise," so she is able to use these 3 stones to overcome other people's Resistance to revealing useful information. This Resistance would be expressed by their Social Skills or their Intelligence. She could also use this Action to try to talk people into doing various things, or into spotting someone who seems out of place on the streets.

STEAL SUPERPOWER

Cost = 30 white stones

DESCRIPTION

Steal powers with a touch and gain the use of those powers. If you touch the victim for 1 second, you get to use his powers at his Action Number for 1 minute (2 Panels). Any restrictions the victim had still apply to you. You also get 1 minute of the victim's memories, during which time you can ask the GM 1 question. Your victim is knocked out for 1 minute. Prolonged contact for a whole Panel allows you to use the victim's power for 30 minutes and get the answers to 3 questions. It also results in the transfer of some of the personality of the victim (in a sense, you have two minds working in your mind at the same time.) This can be a roleplaying challenge. The victim is unconscious for 2 minutes. Touch him for more than 2 Panels, and your victim falls into a coma and the transfer is permanent: He loses his powers and you gain them as well as chunks of your victim's psyche!

Important: This power can not be controlled and is always triggered through direct contact (except for rare editorial exceptions!). All victims' psyches "live" in the mind of the user. Permanently stolen powers get their own new Action Boxes.

COMMENTS

Dangerously powerful if played to the max. (You go around "collecting" powers, etc.) Beware abuse of this. As the GM, you can allow such powers, but constant restraint must be a element of this power. Have fun roleplaying that victims' psyches live in the mind of the user.

Rules for Action Box:

- **Steal superpowers by touching victim**
- **Use stolen power's Action Number**
- **1 second touch = 1 minute use**
- **Renders victim unconscious**
- **Prolonged contact causes permanent theft**

EXAMPLE

Rogue wakes Wolverine up during a nightmare and Wolverine accidentally stabs Rogue with his claws for 6 stones of damage. Rogue loses two white stones of health. Rogue takes off her gloves and touches Wolverine for 2 seconds. She gains the use of his Accelerated Healing Factor for two full minutes and heals both white stones she lost (1 white per 2 Panels). She also gains two minutes of Wolverine's memories, in this instance the nightmarish recollections of his torture and abuse in the Weapon X project.

STRETCHING

Cost Level = Action Number + 5 Levels

DESCRIPTION

You are capable of becoming highly malleable at will. As such, you can stretch, deform, expand or compress yourself. Maximum distance stretched is 200 feet per Action Number. Effective Strength is reduced by 1 stone for every 200 feet. You can be as thin as a sheet of paper, become a human parachute, or balloon around a bomb nearly instantaneously. This power reduces the cost of Toughness by 1 Level, reflecting the fact that you can deform as the impact occurs.

COMMENTS

We highly recommend that you buy increased Toughness if you take this Action, as you'll often find yourself using this power to become a human shield!

Rules for the Action Box

- **Stretch 200' per red stone**
- **–1 Strength per 200' (min. 1 Strength)**
- **Can be as thin, thick or bent as needed**

EXAMPLE

Mr. Fantastic has this Action Number at 8. He wants to reach out across the street to grab a falling baby. He puts 7 stones into this Action, which allows him to stretch up to 1,400 feet; even though the GM tells him the child is only 200 feet away, he doesn't want to risk missing the child! He stretches the 200 feet and catches the child easily. Later, Mr. Fantastic is attacked by a group of 3 thugs with machine guns. He uses his Stretching Action to become a shield to protect people from the bullets (counting on his Toughness to resist injury). If the area to be protected was 100 feet wide, he could become a barrier 100 feet by 16 feet high. He could instead stretch toward the villains, adding his Stretching Action to his Close Combat (3) for a maximum attack of 11 stones, which he could split as he wanted between the villains.

TECHNOLOGY

Cost Level = Action Number + 1 Level

DESCRIPTION

This Action allows you to figure out and operate machines, computers and even alien technology. Compare total of Action Number and Intelligence Bonus to Difficulty on the Technology row of the D&R Chart. This is *not* an Invention Action, but it can still serve to get a character out of many a narrow scrape. Often a little knowledge can unlock more than even the most talented safecracker. Intelligence Bonus included.

COMMENTS

Highly recommended. It is commonly matched with scenario description or item specs, and is a good general Action. Unlike Invention, it is geared towards simplicity rather than complexity. This Action can open up the knowledge locked in computers and even, in the right circumstances, stop armies.

Rules for Action Box:

- **Intelligence Bonus**
- **Action # + Intelligence vs. Difficulty of Technology**

EXAMPLE

Doctor Doom has a Technology Action Number of 8 and an Intelligence of 8. He finds a strange object from a Kree Starship and tries to figure it out. Kree Tech has a Difficulty of 7 *on the D&R Chart, and gets a Situational Modifier of +2 to Resistance for having unknown properties. So it has a Difficulty of 7 and a Resistance of 9 to being figured out. Doctor Doom could spend 9 stones for a Panel and figure out how to use the device.*

TELEKINESIS

Cost level = Action Number + 2 Levels

DESCRIPTION

Can be used in lieu of Combat. May manipulate, grab, throw objects (stones vs. Resistance similar to lifting). When lifting or throwing, or levitating self or others, treat Action Number as Strength. Add 1 stone Difficulty per 10 feet of distance. You can buy Force Field at -1 to Cost Level if you also buy Telekinesis. Telepaths can buy this for -1 to Cost Level.

OPTIONS:

- -1 to Cost Level if bought with Telepathy.
- +2 to Cost Level for Intelligence Bonus.
- +1 to Cost Level for a Weapon Modifier.
- -1 to Cost Level of Force Field if purchased with Telekinesis.

COMMENTS

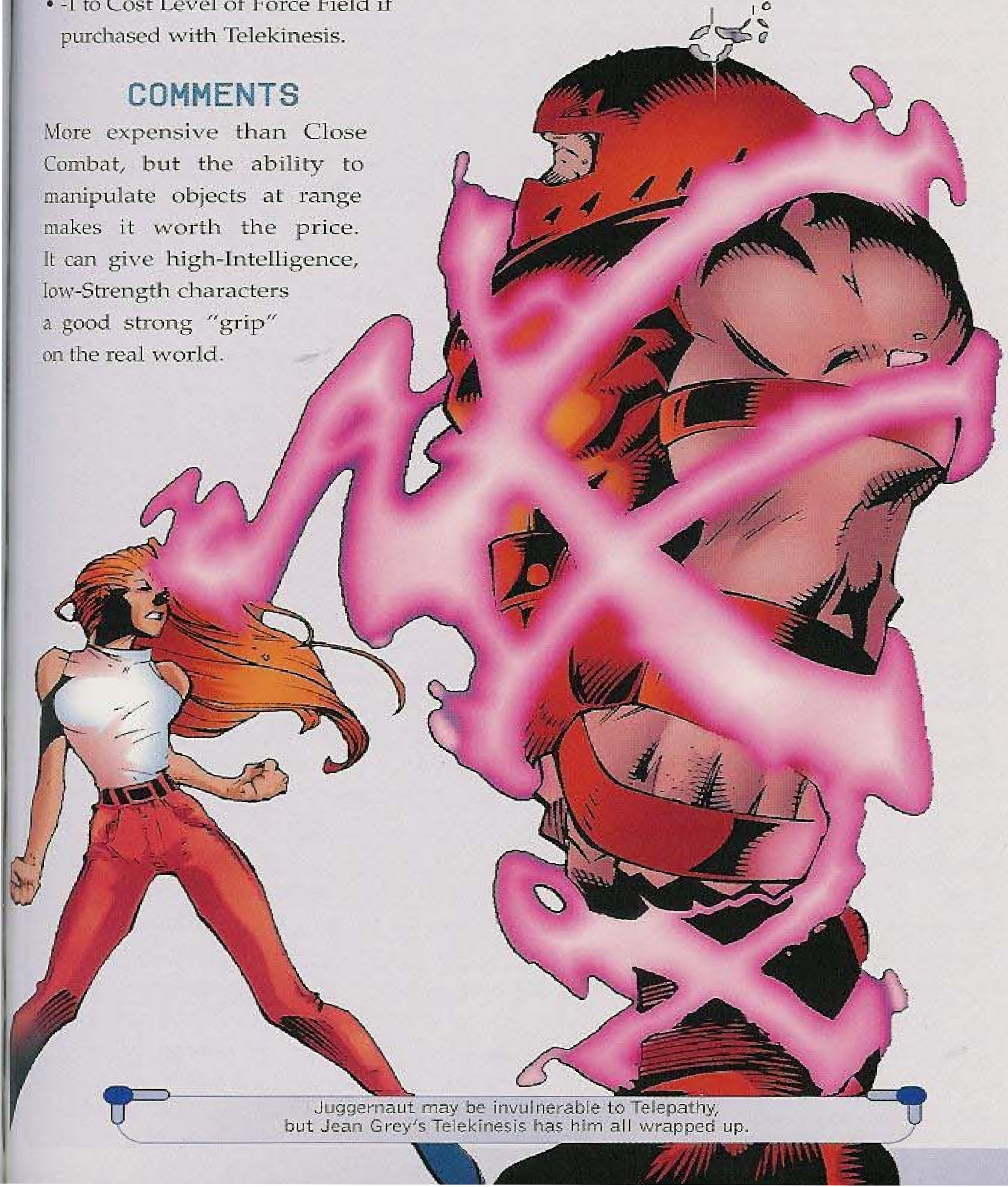
More expensive than Close Combat, but the ability to manipulate objects at range makes it worth the price. It can give high-Intelligence, low-Strength characters a good strong "grip" on the real world.

Rules for Action Box:

- **Use as Close Combat or Ranged Combat**
- **Manipulate objects, levitate self/objects**
- **Use Action Number as Strength**
- **Costs 1 stone/10 feet of distance**

EXAMPLE

Jean Grey has a Telekinesis Action Number of 6, and an Intelligence of 5 (she paid for the Bonus). She sees a speeding car (speed 5) about to run into a crowd, and puts all 10 stones from her Energy Reserve into Telekinesis to stop it. Looking on the D&R, we find a car weighs 4 stones. Situational Modifiers that apply are 1 stone for every stone of ground speed at which the car is traveling, or 5 stones. So the total Resistance to this Action is 9 stones, and she is able to stop the car before it hits the people. She is exhausted, but the people are safe. To continue holding the car in the air would cost her 5 stones the next Panel, and 6 stones the Panel after that, so Jean is going to need to put the car down the Panel after that. (She regenerates 5 stones per Panel.)



Juggernaut may be invulnerable to Telepathy, but Jean Grey's Telekinesis has him all wrapped up.

TELEPATHY

(MESMERISM)

Cost Level = Action Number + Options

DESCRIPTION

This is a powerful set of abilities that involve overcoming the mental Resistance of others and making them see or do as you desire. If the target is aware and attempting to resist, you must overcome their mental defense (Intelligence plus any specified Mental Defenses). If target is unaware, success is normally automatic. You can use Telepathy to communicate and create mental links with others. Unassisted Telepathy is a medium-range Action (4 on the D&R), except in the case of extreme circumstances with intimate characters, like Jean Grey and Scott reaching across time and space. Intelligence Bonus is not included, but you can buy it at a discount (+2 instead of +5 to Cost Level). Includes a Defensive Modifier (vs. mental attacks only) equal to Action Number. The magical version of this Action is called Mesmerism.

Read minds, ESP: If mental defense is overcome, 1 stone to read surface thoughts, +1 stone to be undetected, +1 for deep thoughts, +1 for multiple targets, etc.

OPTIONS

- Illusions: (+1 to Cost Level) Overcome mental defense and project images directly into minds. +1 for broadcast. 1 stone/Panel to maintain.
- Project Thoughts/Control Others: (+2 to Cost Level) Overcome mental defense. +1 for broadcast. 1 stone/Panel to maintain control. Includes Illusions (above) at no cost.
- Create links with others: (+1 to Cost Level) 1 stone/Panel.
- Telepathic Communications: (+1 to Cost Level) 1 stone/Panel, +1 for broadcast, +1 per other effect (security of communication, etc.).
- Mental Bolts: (+1 to Cost Level) If mental defense is overcome, stones cause damage like any other attack or stun victim for as many Panels as red stones of damage.
- Repair Minds: (+1 to Cost Level) Can repair Action Number of mental damage per Panel. Acts like a Healing Action for mental damage.
- Intelligence Bonus: (+2 to Cost Level).
- You may buy Telekinesis at a discount of –1 to Cost Level.

Blob could crush Jean Grey like an eggshell. But what of it? Jean Grey can render him helpless with a mere thought.

Rules for Action Box:

- **Project your mind into other minds**
- **Use as Ranged Combat, Range: 4, may add stones for distance as per D&R**
- **1 stone/Panel to maintain control, continue effect**
- **(Insert options)**

Rule for Modifier Box:

- **(Action Number) + mental defense + Intelligence vs. mental attacks**

EXAMPLE

Jean Grey has a Telepathy Action Number of 7 and all of the Options. Her Intelligence is 5. She sees a drug-crazed gunman about to shoot an innocent hostage. She puts 7 stones into Mind Control to stop him, make him release the hostage and drop the gun. The GM checks the gunman's Intelligence (human-normal, or 2 stones) and any Situational Modifiers that apply (+1 Resistance because subject is on drugs) and comes up with a total Resistance of 3 stones. Jean's 7 stones overcome that Resistance easily and the gunman drops the gun, releases the hostage, and waits for her next command.

TELEPORTATION

Cost Level = Action Number + 2 Levels

DESCRIPTION

The ability to vanish from your current location and instantly appear somewhere else (possibly traveling through another dimension). Distances are crossed without traveling the intermediate space. No Ability Bonus allowed.

Stones spent	Distance teleported (approximate)
1 stone	10' (other side of door)
2 stones	30' (up or down 1 floor, into next room)
3 stones	1 mile
4 stones	100 miles
5 stones	1,000 miles
6 stones	3,000 miles
7 stones	6,000 miles
8 stones	Anywhere on Earth

OPTIONS

- -1 to Cost Level if travel through other realm is required (e.g., brimstone); you appear in a cloud of smelly smoke.
- -1 to Cost Level if range limit 3 miles.
- -1 to Cost Level if you can only teleport to where you've already been.

distances, must buy at Action Number 8.

- +2 to Cost Level to teleport to other dimensions, planes, etc.
- -1 to Cost Level, if you must spend 1 red stone per "guest."

COMMENTS

This is obviously useful for both infiltration and escape. This power is also highly suitable for scouts—and thieves—from Vanisher to Nightcrawler.

Rules for Action Box:

- **Vanish, reappear up to Action Number distance**
- **Effect includes clothes, anyone touched for free**
- **May spend extra stones for precision**
- **(You may want to write in stones and distances.)**

EXAMPLE

Nightcrawler has a Teleportation Action Number of 6, but must pay for "guests." He wants to teleport through a solid wall on the other side of the room outside into the street, bringing Wolverine and Colossus with him. The wall is about 15 feet away. To play it safe he uses 5 stones and they safely teleport out of the building and onto the street. For 6 stones they could have teleported a mile away.

THIEVING

Cost Level = Action Number

DESCRIPTION

Thieving seems to be one of the common specialties of Super Heroes who often find themselves in embarrassing circumstances. Many characters have this Action, and it does prove useful, especially when all else fails. Thieving is a general Action, but you may add one Specialty per increase in Action number to indicate particular prowess. Includes Agility Bonus. This Action could also be modified into Private Investigating, or even Spying by someone who doesn't want to be known as a thief. In that case, add appropriate Specialties such as fingerprinting, profiling, etc.

Specialties include
(feel free to make up your own):

Lockpicking • Robbery • Electronic Theft Fraud • Rackets • Move Silently Shadowing • Safecracking • Pickpocket Con Artist • Blend In • Evasion • Fencing Burglary • Stolen Property • Hiding

COMMENTS

A great set of survival skills that you can tailor to suit your particular needs.

- **Agility Bonus**
- **General thieving skills**
- **(Insert Specialties)**

EXAMPLE

Gambit has a Thieving Action of 6 and an Agility of 3, for a total of 9 stones of possible effect. He wants to take a key out of a person's pocket without that person knowing it. He puts 6 stones into this Action and tells the GM that he is taking the key. The GM checks the target's Agility (human-normal, 2) and whether he has any skills he could use to resist this Action, such as Thieving, Black Ops or even Ninja. This victim has no such skills and gets his pocket picked.

TONGUE/TAIL/ TENDRIL WHIP

Cost level = Action Number + 2 Levels

DESCRIPTION

Is it Close Combat at a distance? Is it Ranged Combat within range? Or is it just that some characters have really long appendages that can get truly annoying? (Toad, Omega Red, Doctor Octopus, etc.) The character is considered beyond Close Combat range for return damage (unless, of course, they are actually within Close Combat range). The tongue, tail or tendril is still vulnerable, up to 1 white stone's damage. This Action works like Combat, except that if it succeeds, it can either do damage or it can be used to grab or manipulate objects. If using a weapon, then you may add a Weapon Modifier, for a price. The extra stone of damage as a weapon reflects its superior accuracy. May be used after stones are revealed. It can also be used for movement.

OPTIONS

- +1 to Cost Level for a Weapon Modifier

COMMENTS

Like Telekinesis, can manipulate and "acquire" at a distance. Its utility has a lot to do with what other powers go with it (Toad, for example, has Leaping and Wall Climbing to complement this power).

Rules for Action Box:

- **(Insert Weapon Modifier if purchased)**
- **Use like Close Combat within range**
- **Does damage or manipulates/grabs**
- **If used as weapon, +1 stone damage**
- **May be used after stones are revealed**
- **Maximum damage to appendage is 1 white stone**

EXAMPLE

Toad has a Tongue Whip Action Number of 3. In Combat with Cyclops, Toad waits until all stones are revealed to find that Cyclops has 2 stones in defense and 6 stones in his Optic Blast. Toad puts 3 stones into his Tongue Whip attack and uses his tongue to grab Cyclops' visor away from him, causing Cyclops' Optic Blast to go wild.

UNSTOPPABLE

Cost Level = Action Number + 3 Levels

DESCRIPTION

The "Irresistible Force." This power gives the character the ability to crash through anything up to their Action Number on the D&R Hardness row and keep on moving. If in his way, it's best to stand aside or suffer the consequences. Choose either Strength or Speed Bonus.

COMMENTS

A limited-scope power, but one with a lot of punch under the right circumstances. (And you should have enough left over for, say, a little mental defense?)

Rules for Action Box:

- **(Strength or Speed Bonus)**
- **Can burst through walls, etc.**
- **2x Damage**

EXAMPLE

Juggernaut is in a hurry to get to an all-you-can-eat buffet at Hungry Bob's House of Bratwurst and runs into a building in his way. Because he's hungry, he's using his Unstoppable Action for his movement and has 6 stones in it. The building has concrete walls (a Resistance to being smashed of 6 on the D&R), so with 6 stones in Unstoppable he bursts through and keeps going. (If the wall was very thick, the GM could give it a higher Resistance, but even the GM knows better than to get between Juggernaut and lunch.)

VEHICLE OPERATION

Cost Level = Action Number

DESCRIPTION

Driving, steering or otherwise piloting vehicles (as well as operating their weapons, if any). You may operate any vehicle with a Difficulty Number equal to or below your Action Number, even if you've never operated it before. You get one Specialty per Action Number, and you get to add a Specialty per Action Number increase, so you can pick which vehicles you can drive as you go and seize opportunities as strange vehicles become available during play. When you are in a vehicle, you can try to run people down, smash other vehicles and fight, as in a tank, helicopter or fighter plane, and your Action Number acts as a Bonus for this. Almost anyone can drive a normal car, but a professional driver will obviously do better behind the wheel. For more information on vehicles, see P. 84 & 107.

Note: Some vehicles have Resistance Numbers, like spacecraft, which reflect the need for multiple operators. You can still operate these vehicles with less than the full Resistance, but you may not be able to utilize all systems fully.

Juggernaut's "unstoppable" power comes from a mystic ruby.
Where will yours come from?

COMMENTS

Useful. Since there are interesting cars and vehicles all over the Marvel Universe, there should be ample opportunity to exploit this Action during normal play.

Rules for Action Box:

- **Operate vehicles**
- **(Insert Specialties)**

EXAMPLE

The Human Torch has Vehicle Operation at Action Number 5. So, he can figure out how to fly the Space Shuttle (Difficulty 5) but would need help to overcome the Resistance (18) to fully operate all of its systems. (He could probably fly it, but landing might be a bit tough.) Now, if he were driving his hotrod, which has a Resistance of 1 to operate, at a speed of 5 (125 mph, or + 2 stones' Resistance Situational Modifier), he would have 2 extra stones to apply to Situational Modifiers like dealing with traffic or talking on a cell-phone.

VENTRILOQUISM

Cost Level = Action Number

DESCRIPTION

You are able to throw your voice (5' per stone spent) and make it seem as if it comes from a different location/direction. This can result in some rather amusing side effects.

COMMENTS

A good, oddball (often villainous) way to confuse detection devices, other characters, etc., especially if unexpected.

Rules for Action Box:

- **Range = 5'/stone**

EXAMPLE

A mutant named the Larynx has this Action at 4. He's being chased by a gang of anti-mutant toughs who want to beat him up to make an example of him. He ducks behind a newsstand, and then throws his voice down an alley behind a dumpster to confuse the gang into thinking he's there. The dumpster is 15 feet away. So Larry spends 3 stones to throw his voice behind the dumpster and taunts his attackers, and when they go down the alley to check it out he runs the other way into a subway.

WALL-CRAWLING/ CLIMBING

Cost Level = Action Number

DESCRIPTION

Same as normal movement, but along walls, ceilings, etc. This could be due to a sticky secretion, barbed skin or even specialized training. Can be used for escape or pursuit if the circumstances are appropriate. Includes your choice of Agility or Strength Bonus.

COMMENTS

Like a lot of related movement Actions, potentially quite useful in an urban environment.

Rules for Action Box:

- **(Agility or Strength Bonus)**
- **Movement on surfaces regardless of orientation**
- **1 stone/Panel to cling**
- **Stones = speed on running row of D&R to a maximum of 75 mph**

EXAMPLE

Toad has this Action Number at 5, and can add in his Agility of 4. He wants to climb a wall while dodging bullets to make his escape. He puts all 9 of his available stones into this Action. He needs to spend 1 to cling to the wall, and 1 more for Speed to move up it and into safety. This would mean he could divert 7 of these stones into defense as he climbed. If he wanted to climb faster he would have to put fewer stones into defense and more into Speed. If it was raining heavily, he might have to overcome a +1 stone to Resistance Situational Modifier for the rain. The GM might even throw in an extra Situational Modifier if the building was especially slippery (aluminum or glass walls, for example). This would leave him with only 2 stones to add to his defense (climb at 2, cling at 1, movement at 2, Situational Modifiers at 2).

WEB-SLINGING

Cost Level = Action Number

DESCRIPTION

Spider-Man's favorite mode of travel. To find out how fast you're moving, use the Running row of D&R Chart x2, up to a maximum speed of 125 mph. So, 2 stones of Web-Slinging are all it takes to move at maximum speed. Many unusual movement Actions can use this as a template (cybernetic appendages, psionic tentacles, etc.). Includes an Agility Bonus.

COMMENTS

A prime method of travel, escape and pursuit. Ideal for lone-heroes. Fun, too.

Rules for Action Box:

- **Agility Bonus**
- **Movement only**
- **Stones = 2x Running Speed on D&R to a maximum of 125 mph**
- **Add stones for weight carried**

EXAMPLE

Spider-Man is in a hurry to get to the scene of a crime. He has Web-Slinging at 6 and can add his Agility Bonus of 6 to overcome Resistance. He puts 2 stones into this Action, which gives him the maximum speed allowed of 125 mph (double the rate for running on the D&R) and races through the city. Now, if he was carrying something that weighed 3 stones, he would have to put 5 stones in this Action to move at his maximum speed.

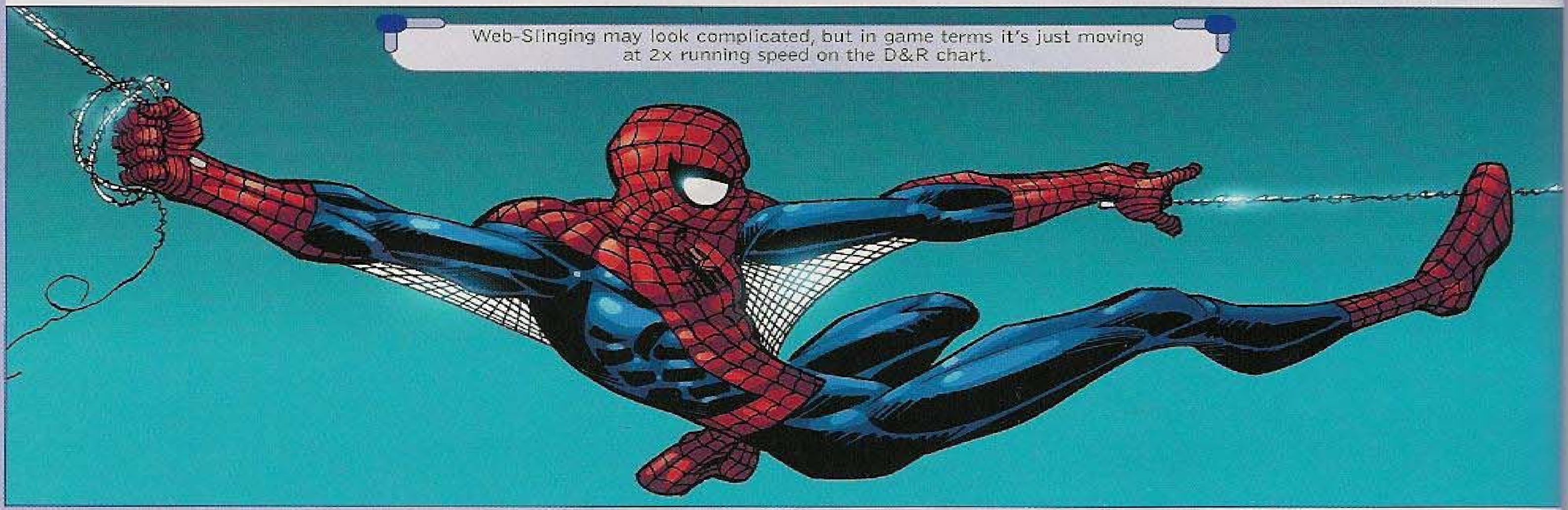
MAGIC

In Marvel, almost any Action (Mastery of Elements, Telepathy, Healing Factor, Force Blast, etc.) have a magical rather than mutagenic origin. If a mutant uses Telepathy, then it is a mutant power. If a Master of Magic uses it, it is a magical power—and then it's called Mesmerism.

For the most part, both Actions work the same way, and the same description is used. Of course, there may be some different implications in dealing with magical and non-magical Actions: Magical Defense would only defend against Mesmerism, but Mental Defense would defend against both mutant Telepathy and magical Mesmerism.

Here is the most important thing to understand about magic in the Marvel Universe Roleplaying Game: No matter how you describe a magical Action, you still spend red stones, and they are treated just like any other red stones. If they are used to attack someone, then they do damage like any other stones. If they are used to create an effect or to accomplish a task, then the stones are compared to the task's Resistance.

If you want to use Magic, you can learn any Action and have it be magical...as long as you first learn Mastery of Magic. Once you've learned Mastery of Magic, then you can also learn Sorcery, Summoning and Witchcraft, which are the major branches of Magic. You may learn



Web-Slinging may look complicated, but in game terms it's just moving at 2x running speed on the D&R chart.

When it comes to Sorcery, you can do anything you can describe... if you've got the stones.

more than one of these; for instance, Doctor Strange knows both Sorcery and Summoning. There is also an Action called Magical Travel, which combines Flying, Teleportation and other movement Actions into one, and can only be learned by a Master of Magic.

There are also some Actions which are magical in nature, but anyone can use them. For example, Hex-Spheres is an Action which represents the use of Chaos Magic but can be used by non-magical characters like the Scarlet Witch (who, regardless of her name, is a mutant, not a witch). Another example is the Absorbing Man, whose powers, Transform Self by Touch and Absorb Power, are magical Actions. The Absorbing Man is not a Master of Magic; his powers were given to him by Loki, an Asgardian god.

Actions which are magical in nature but which anyone can use are found within the previous Actions. The Magical Actions which only a Master of Magic may use are listed next:

Mastery of Magic • Sorcery •Summoning Witchcraft • Magical Travel

MASTERY OF MAGIC

Cost Level = Action Number + 2 Levels

DESCRIPTION

As with Mastery of Elements, all your effects should be related to your branch of Magic. This is a prerequisite to learning the following: Sorcery, Summoning and Witchcraft. Note that often, the stones of damage done by Magical Actions don't have an impact on white stones, but rather represent the effectiveness and duration of the magic. When they do have an impact, then magical stones of damage are just the same as non-magical stones of damage.

Mastery of Magic includes the following

- Manipulation of Magic. These are all the minor spells, effects, etc., that magicians in books (including comic books) are able to achieve with little or no effort. It is used to manipulate energy into shapes, effects and other materials—create ice sculptures, make fire (or fireworks), blow smoke rings and the like. Also includes Telekinesis.
- Magical Barrier. A specific example of Manipulation of Magic that you may use quite frequently. You may describe your barrier however you wish. Stones spent = effect. If you make a 3–stone wall of ice, it will take 3 red stones for somebody to overcome its Resistance. (And if you made it out of flame, then people would take flame damage if they tried to come through it.) Stones spent for Duration or Range don't count towards effect. Like Force Field, but without double defensive stones.
- Magic Blast. Like Force Blast.
- Magical Defense Modifier. Add your Action Number's worth of stones of defense against any magical attack or effect for free.
- Illusion/Prestidigitation. Stones vs. Intelligence (area effect). (Not limited by Restriction #1, below.)
- Enables you to learn the major branches of Magic: Sorcery, Summoning and Witchcraft. (Other branches to come in future supplements: Druidic Arts, Necromancy, and more.)
- Enables you to learn Magical Travel.
- Gives you the ability to do magical research and work with items that are for Masters of Magic only, such as spells, incantations, magical books, artifacts, etc.
- The following Actions and Modifiers are not included as parts of Mastery of Magic, Sorcery, Summoning and Witchcraft unless specified, but may be bought at a discount of –1 to the Cost Level: Magical Healing, Telepathy, Energy Absorption/Reflection, Hex-Spheres, Transform Self, Transform Self by Touch, Transform Others.

RESTRICTIONS

The following 4 restrictions are very important to the practice of Magic in this game. Some or all of them apply to everything you do with Mastery of Magic, Sorcery, Summoning and Witchcraft.

1. For Duration of effects, except where specified, add stones according to the Duration row on the D&R Chart. These stones don't count towards effect.
2. For range or area of effects, except where specified, add stones according to the Range or Area row on the D&R Chart. These stones do not count towards effect.
3. No effect of Mastery of Magic may use more than 6 stones, including Bonuses or Modifiers, unless otherwise specified.
4. You must spend 1 Panel in preparation for any effect.

OPTIONS

- (+1 to Cost Level, each)
- Accumulate Energy Modifier: You can regenerate extra stones into your Energy Reserve, up to your Mastery of Magic Action Number. (Not limited by Restriction #1.)
- Increase Action Number Modifier: For every hour of preparation, you get 1 free stone to use in any Magical Action, up to 2x Action Number. (Not limited by Restriction #1.)

COMMENTS

No matter what the magical effect described, a red stone of magical effort has just the same impact as any other red stone. Just like any other Action, the player describes what they're doing, and the GM describes how it works out. For instance, let's say a Master of Magic was about to be attacked by a group and wanted to stop them. He could simply spend 3 stones in Manipulation of Magic to turn the ground under them into a huge hole into which they would fall. According to the Area row on the D&R Chart, 3 stones would make a 25 ft. diameter hole appear. (We don't know where the dirt that was in the hole went, and we don't care.)

Rules for Action Box:

- **(Insert Intelligence Bonus, if bought)**

Manipulation of Magic

- **Magic Barrier**
- **Magic Blast**
- **Energy attack, Range 4**
- **Split stones for multiple targets**
- **(Insert Options)**

Rules for Modifier Area:

- **Magical Defense = + Action Number**

EXAMPLE

Baron Mordo has a Mastery of Magic Action Number of 3 as well as an Intelligence of 6 (he bought the Bonus), for a total of 9 stones of effect. After breaking into a museum to steal an ancient mystical book, he is chased by the museum guards into a corridor with a giant, locked bronze door. He uses his Mastery of Magic to first build a wall of fire between himself and the guards. He spends 6 stones for a huge wall that seems to be made up of writhing, fiery snakes and will spend one stone/Panel to keep it burning. (They would burn anyone who came through at 6 stones of fire damage per Panel). The next Panel, still using his Mastery of Magic, he prepares to cast a 5–stone blast of mystic energy at the bronze door, bursting it open. (Looking at the Hardness row on D&R, doors are 3, walls are 4, brass is 5. Mordo wants to be sure it opens so he uses 5 stones.)

SORCERY

Cost Level = Action Number + 2 Levels

DESCRIPTION

Sorcery is the most versatile branch of Magic. As a Sorcerer, you can pretty much do anything you can imagine. The effects are as varied as making everyone around you weightless or opening up the side of a mountain so you can walk through it. You can make the table come to life and dance around the room, or you can turn the wheels of a fleeing car into blocks of concrete. But regardless of what you dream up, in the end, you're still spending red stones, and they work just like any other red stones. Sorcerers often use spells and items, especially books of magical lore and incantations such as the Books of the Vishanti or the Eye of Agamotto. To learn Sorcery, you must have Mastery of Magic, and your Sorcery Action Number can never be more than twice your Mastery of Magic Action Number. You may want to buy an Intelligence Bonus at the normal cost of +5 to Cost Levels.

Here are a few specific effects included in Sorcery:

- Location. Find direction or exact location of specific objects.
- Sleep. Stones vs. Intelligence. May not be used in Combat. Duration: 5 minutes/stone of "damage" (stones over Intelligence of target).
- Stun. Stones vs. Durability. May be used in Combat. Duration: 1 Panel/stone of "damage" (any extra stones over the Durability of the target).

RESTRICTIONS

1. For Duration of effects, except where specified, add stones according to the Duration row on the D&R Chart. These stones don't count towards stones of damage of the effect.
2. For range or area of effects, except where specified, add stones according to the Range or Area row on the D&R Chart. These stones do not count towards effect.

COMMENTS

Sorcery involves a lot of cooperation between the player and the GM. Since, like Doctor Strange, you will be playing with the very fabric of the world, much of what you do has no concrete definition. Be creative, be resourceful and be aware that sometimes the GM may have to say, "Sorry, you just can't do that," for the sake of game balance and continuity.

Rules for Action Box:

- **(Insert Intelligence Bonus, if bought)**
- **Variable range effects and attacks**
- **Split stones for multiple targets**
- **Sleep: Stones vs. Intelligence.**
  5 minutes/stone damage
- **Stun: Stones vs. Durability.**
  1 Panel/stone damage

EXAMPLE

Doctor Strange has a Sorcery Action Number of 8, and an Intelligence of 6 (he bought the Intelligence Bonus), for a total of 14 stones of effect. He needs to get by the two 6-armed giant guards of an ancient temple, and decides to put them to sleep. He Summons forth his mystic energies and tells the GM he is putting 6 stones into his Sorcery Action, 3 stones per guard. The GM compares this effect to their Intelligence (they're bigger, but not smarter than humans; their Intelligence is human normal of 2) and he rules that the guards fall asleep.

SUMMONING

Cost Level = Action Number + 2 Levels

DESCRIPTION

Summoning is the Action of bringing into this plane of existence Demons and extra-dimensional beings. Invoking is a major part of Summoning, but rather than bringing the being into this plane, you just bring its power. You will probably use Invoking far more than Summoning.

Once Summoned, a being must be controlled or it will escape, either back where it came from or to run loose on Earth. Once a being has escaped, only Binding can bring it back under control. While you control a Demon or other being, you can command its Actions. It can fight for you, or answer your questions, or transport you to other places, worlds and planes of existence. The Demon generates its own stones of energy, which it can use on your behalf. Each Demon has different Actions, so not every Demon is right for every purpose. While it is possible to compel obedience, there is often more to be gained by tact and diplomacy. You are Summoning beings of independent intelligence and will, so don't be surprised if what you called to ignores or attacks you. You must have Mastery of Magic, and your Summoning Action Number can never be more than twice your Mastery of Magic Action Number. You may want to buy an Intelligence Bonus at the normal cost of +5 levels to cost.

RESTRICTIONS

1. For Duration of effects, except where specified, add stones according to the Duration row on the D&R Chart. These stones don't count towards effect.
2. For range or area of effects, except as specified, add stones according to the Range or Area row on the D&R Chart. These stones don't count towards effect.

How to Summon

To Summon a being, you must put as many red stones into your Summoning Action Box as the Durability of the Demon. Since Durability determines how many red stones of energy a Demon can use, in essence what you're doing is deciding how much energy you'll want your Demon to be able to use in whatever task you will be giving it.

Unless you are Summoning a specific Demon whose name you know, when you Summon a Demon or being, you are really creating it to your specifications. Summoners are advised to generate a shopping list of known Demons as part of your Equipment List; once you know a Demon by name, you don't need to specify and pay for the extras, just Durability. Names are power. If you know the name of a Demon or being, magical research will almost always (except in rare cases) yield how much it costs to Summon it, as well as its Control Factor and Binding Factor.

You can also split stones and Summon more than one being at a time. So you can put 3 stones into Summoning a 3 Durability Demon, or 3 stones into Summoning three 1 Durability Demons.

So far in the process, while you know the Durability of the Demon you are Summoning, you may not know what other Abilities or Actions it has. (You may want an Ice Demon and you may get a Flame Demon. And when it comes to Demons, GamesMasters can get as weird and annoying as they want.) Next you may add 1 stone for each other Ability, Action or Modifier you wish to specify for the Demon you Summon. You may even specify the Ability, Action or Modifier Number, again by adding a stone for each number you specify.

For example, if you wanted to Summon a Flame Demon with a 4 Durability (4 stones) that can shoot Flame Blasts at your enemies (1 stone), can fly (1 stone), and can protect you in a Force Field of flame (1 stone), you would have to spend 7 stones to Summon it. If you wanted to designate that the Force Field had an Action Number of 9 (1 more stone), that would cost 8 stones total. Now, if you happened to know the Demon was named Toro-Nak, then you could Summon it for only 4 stones (its Durability).

How to Maintain Control

Once you've Summoned the being, you need to maintain your control over it or it may escape. To do this, you must spend as many stones (or other values) as specified by the being's Control Factor. The ways of Demons and otherworldly beings are mysterious and often make little sense. The Control Factor may be as simple as 1 red stone per Panel (or more, or less), as costly as 1 of your white stones of health for a stated period, or it may be as unusual as sacrificing a dove once per hour or singing a song backwards while standing on your head. It may expect heavy payment or obeisance in return for extraordinary service. The Control Factor is made up by the GM or provided with an existing Demon.

Demons will attempt to depart when they see fit or if you give them an opportunity. They may be vengeful, so beware! Some beings are willing to be reasonable, will respond to favorable treatment and will fight for you, but very few are willing to serve as cannon fodder.

How to Bind

Binding is the act of gaining control over a Demon or being that is uncontrolled, whether because it broke free or was never controlled in the first place. To bind a being, you must spend red stones to overcome the Binding Factor. Be aware that Binding Factors can be very high. Magical research will usually tell you how much it will cost to bind a Demon.

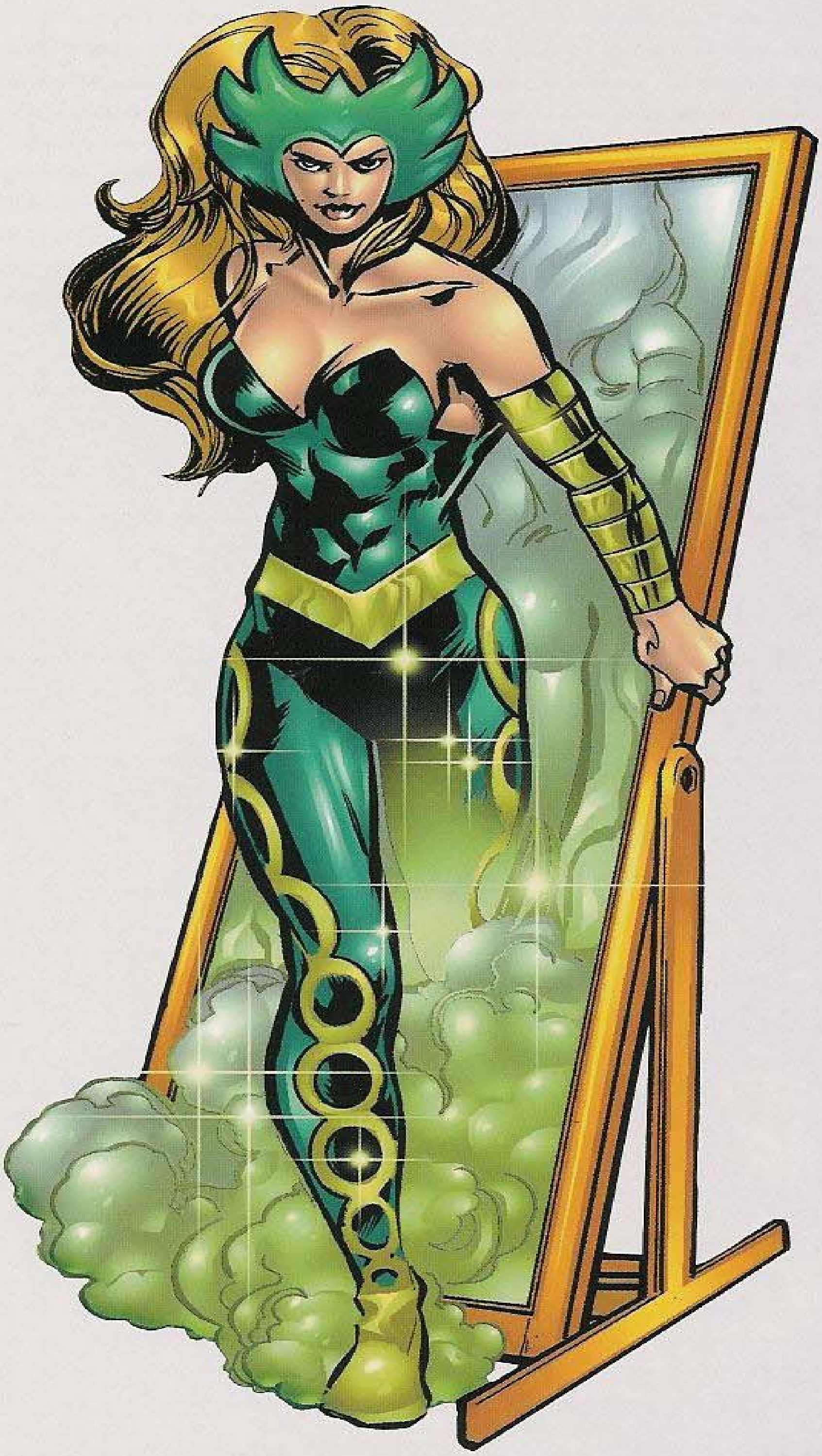
How to Invoke

Invoking is when you ask a being to do something for you without actually having to Summon and control that being. The being you invoke may ignore you, or it may take some time for that being to notice you and respond. Sometimes, it will respond just to tell you no. However, if it says yes, then you can use its power to accomplish what you wish. For all intents and purposes, invoking is the same as Summoning and controlling, except the

We strongly recommend that you avoid losing control of whatever being you are attempting to Summon.

Demon or being doesn't show up, just its power. You must spend 1 stone of your energy for every 2 stones of invoked power. For each Panel you want your invocation to last, you must spend one red stone. You may pre-pay your red stones for duration. So, for example, if you wanted to invoke 10 stones of a god's powers, you would have to spend 5 stones in your Action Box to do it. Then, for every Panel you want the invocation to last, you would need to spend 1 more stone. If you wanted the invocation to last for 4 Panels, you could put 4 more stones into your Action Box, and then it would last for 5 Panels before you would have to spend more stones. Remove one stone of Duration from the Action Box each turn until they are all gone. Keep the stones you have invoked separate from the stones you put in for Duration. Invoked stones come from the General Pool. If the stones have been invoked for a specific purpose, they may only be used for that purpose. But if you didn't specify what you were invoking the stones for, you may then put them into your Energy Reserve.

Magical Travel, like other magical Actions, can take many more forms than we've listed in this guide. Be creative.



COMMENTS

Summoning is a favorite "secondary" Action for many Masters, and an exclusive field in and of itself. Invoking is the most commonly used aspect of this branch of Magic. It's safer than Summoning, and it's an easy way to increase your available energy…if you are on good terms with powerful beings. This is very much plot-driven. If the GM entertains the notion of alternate dimensions filled with interesting Demons, this Action can be a good and interesting choice. If not, then it might be better to invest elsewhere. The GM makes up the Demons, and can choose to limit their availability. (See NPC list for a few sample Demons. Future supplements, like the X-Men supplement, will include more Demons.) Also a word of advice: Demons are dangerous. Make sure you have what it takes to control a Demon before you Summon it, or you could find yourself serving the Demon instead of the other way around.

Rules for Action Box:

- **(Insert Intelligence Bonus, if bought)**
- **Call and control Demons and direct their energy**
- **Summoning: stones vs. Durability, +1 stone/specification**
- **Maintaining Control: stones (or other) vs. Control Factor**
- **Binding: stones vs. Binding Factor**
- **Invoking: 2 for 1 stones; Duration 1 red/Panel**

EXAMPLE

Doctor Strange needs to invoke a powerful being to help bind a Demon so Strange can move on to fight the evil villain who Summoned the Demon in the first place. He has a Summoning Action Number of 7 and an Intelligence of 6 for a total of 13 stones in effect. He puts 7 stones into this Action, which invokes the power of the being, producing a 14—stone effect that causes mystical bands of glowing energy to appear about the Demon, enough to match the Demon's Binding Factor of 13 stones, with a stone to spare. He also puts 6 stones in advance into Duration, meaning that the invoked power will hold the Demon for 6 more Panels before Doctor Strange must worry about putting in any more stones to maintain the invoking (and therefore the binding). Now Strange is free to go fight the Evil One and save the world.

WITCHCRAFT

Cost Level = Action Number + 2 Levels

DESCRIPTION

Witchcraft is a branch of Magic based on nature and life energy. It is often folk-magic or ritual or religious Magic, utilizing potions, charms, blessings and curses. Heavy on affecting people indirectly. Use as a catch-all template when designing any similar form of Magic, including Voodoo, Native American Magic, Shamanism, Druidic Arts and ancient religious Magic (Egyptian, Sumerian, etc.). You must have Mastery of Magic, and your Witchcraft Action Number can never be more than twice your Mastery of Magic Action Number. You may want an Intelligence Bonus at normal cost of +5 to Cost Level.

Witchcraft includes (but is not limited to)

- Curse. Like the Action Bad Luck (except you can also use Luck).
- Luck. Like the Action Good Luck (except you can also use Curse).
- Hex Spheres.
- Turn others into beasts. Stones vs. Durability and Intelligence; Duration = 5 minutes/stone of damage.
- Fear. Stones vs. Intelligence; subtract damage from red stones currently engaged in an Action.
- Herbalist. 2x Natural Healing rate.
- Poisons. Stones of damage/Panel until antidote or result (kill, paralyze, etc.).
- Potions. Love, sleep, control and more. Stones vs. appropriate Ability.
- Zombies.
- Familiars, fetishes, etc.

RESTRICTIONS

1. For Duration of effects, except where specified, add stones according to the Duration row on the D&R Chart. These stones don't count towards effect.
2. For range or area of effects, except where specified, add stones according to the Range or Area row on the D&R Chart. These stones do not count towards effect.

Rules for Action Box:

- **(Insert Intelligence Bonus, if bought)**
- **Variable range effects and attacks**

EXAMPLE

Emily "Angel" Smith, a.k.a. the Black Witch, wakes up one night to find three burglars breaking into her inner sanctum to steal her potions. She has a Witchcraft Action Number of 6 and Intelligence of 5 (she bought the option), for a maximum effort of 11 stones. Quite upset that her beauty sleep has been so rudely interrupted, she puts 11 stones into her Witchcraft Action to change them all into mice, dividing her stones into 4, 4 and 3 respectively. The GM checks their Resistance to this effect (which in this case are normal human: 2 stones Intelligence and 1 stone Durability for a total of 3 stones each). She succeeds in turning two of the three into mice for 5 minutes each. The third turns tail and runs, leaving his companions behind. The Black Witch then calls out to her familiar, a large black cat named Alexander, whose favorite meal is…mice.

MAGICAL TRAVEL

Cost = Action Number + 2 Levels

DESCRIPTION

Magical travel always requires at least 1 Panel to prepare. It can only be learned if you know Mastery of Magic. If you don't have the specific Specialty, you can still engage in that form of travel, but you will be subject to a 2–stone Situational Modifier. You may bring guests who are touching you for 1 stone/person, except in Teleportation, where guests are free.

Specialties include
(feel free to make up your own):

Teleportation • Flying • Astral Travel Dimension Walking • Phase Shift

COMMENTS

All these Specialties can be taken as separate Actions. But Masters of Magic can put it all under one hat, and it generally pays to do so. Beware of Magical Travel without the appropriate Specialty. While you can do it, it becomes quite dangerous. Without the Specialty it is easy to get lost on the Astral Planes, and if you don't find your way back to your body it will eventually die. Using this Action without a Specialty incurs a 2-stone Situational Modifier. You must also spend stones to move about the Astral Plane (one stone for "normal" speed), and if you run out of red stones you fall into a coma and die if you're not brought back somehow.

Without the Specialty, trying to Dimension Walk is usually a one-way ticket to nowhere. You have no way of knowing where you are, or where you're going. If you only "go" one dimension, the GM should allow you to return, but if you go further than that, you had better find some way to navigate or you're lost.

Rules for Action Box:

- **Magically powered movement**
- **Requires 1 Panel preparation**
- **Add 1 stone/person carried (except Teleportation)**
- **If not moving, 1 stone/Panel to maintain state**
- **(Insert Specialties)**

EXAMPLE

Baron Mordo has a Magical Travel Action of 5 and an Intelligence of 6 (he bought the Bonus), so he can spend 11 stones in one Panel with this Action. He wants to travel to the Nightmare Dimension to recruit a force of nightmare beings for an attack on Doctor Strange. The GM decides that this has a Difficulty of 2 (The Earth plane is the "prime plane.") Deciding that for his world the Nightmare Dimension is connected to our dimension, the GM figures it is a distance of 2 stones away. If, for some reason, Mordo wanted to enter the Nightmare Dimension at an exact point, the GM might charge him another stone for the passage. The Baron spends one Panel to prepare, then opens a portal to the Nightmare Dimension and steps though. He is now in the Nightmare Dimension and can stay here as long as he likes. It would take him 3 stones to return to Earth when he is ready (2 for the distance between Nightmare and Earth, and 1 to re-enter the prime plane).

EXAMPLES OF MODIFIERS

Modifiers allow you to add free stones (from the General Pool, not your Energy Reserve) to some aspect of play, including Action Boxes or directly to your Defense Area. Modifiers don't need stones in play to be active; they are "always on."

Important note: Modifiers can't be improved by assigning Lines. For the most part, Modifiers don't change over time other than by something major happening. Characters can lose their Modifiers in the course of play due to an accident or the Actions of another character. Experimentation can impact on Modifiers, for better or for worse. (See Changing Your Abilities, Super Powers and Modifiers section on P. 72.)

Note: When Modifier Box Rule says "+x" it means "+ Modifier #'s worth of."

ADAMANTIUM SKELETON

Cost = 3 white stones

DESCRIPTION

Wolverine isn't the only character with an Adamantium Skeleton. An aggressive Weapon X program and other powers that be have given other characters (and villains) this Modifier. Prevents broken bones, crushed skulls, etc. If acquired during play, increase character's Durability by 1 (you have to pay for the extra Durability by taking on additional Challenges, see P. 70). If Adamantium is removed, you lose a stone of Durability.

COMMENTS

Not a bad investment if you're going to be in the thick of things. At least you won't have to worry about busting your ankle.

Rule for Modifier Box:

- **Adamantium Skeleton**

ANIMAL SENSES

Cost Level = Modifier Number

DESCRIPTION

Costs no stones to use, is active at all times, at level of Modifier Number. Choose your Animal. This gives you the heightened senses of that animal in the wild, such as keen scent, hearing, night vision, etc. The GM should normally inform the character what he can sense without being asked by the player. When relevant, in order to sense things, compare the Modifier number against Resistance to detection. You may (or may not) wish to learn separate Actions associated with this power, such as Hunting or even a variant of Force Blast that lets you emit various unpleasant secretions, quills, etc., but you have to pay for that separately. You may also buy Reflexive Dodge at –1 to Cost Level.

COMMENTS

Often more than the sum of its parts. Identifying with an animal can benefit roleplaying and provides plot hooks.

Rule for Modifier Box:

- **Animal Senses, Modifier # vs. Resistance to detection**

ARMOR PENETRATION

Cost Level = + 3 Cost Levels to Close Combat

DESCRIPTION

The Marvel Universe is filled with things that can cut through metal (and other characters) like butter: Adamantium, Vibranium, mystical blades, alien alloys and more. For characters, this Modifier represents the power to pierce, cut through, dissolve or otherwise ignore Toughness or Defensive Armor such as Kevlar. The exact method used should be described carefully, as it can make a big difference in play. Sometimes the description you choose can open up opportunities (or the opposite). Armor Penetration is treated as a Modifier for Close Combat. (Some specialized Ranged Weapons have this capability.) Also, there are limitations: Wolverine's claws are only one foot long, so it would take him a little while to dig his way into the side of a battleship.

Note: Although the description may say "Ignore enemy armor," ignore this description if the armor is made of the same thing as whatever you're using to penetrate it. And even with this Modifier, you still can't penetrate Adamantium.

COMMENTS

This is a counterbalance to Defensive Armor and Toughness—no enemy Toughness, no advantage. And it's not cheap. But it can be worth it (and you can cut your way out of a burning tank—not a bad thing to be able to do).

Rule for Modifier Box:

- **Armor Penetration, Ignore enemy armor/Toughness**

CLAWS

Cost Level = Modifier Number +4 Levels

DESCRIPTION

This is treated as a Modifier for Close Combat. The Modifier stones are free. If you want to appear human, you'll have to pay extra for retractable claws.

OPTION

- +1 to Cost Level for either retractable or extendable.

COMMENTS

For those Hand-to-Hand fans dedicated to the attack. Adamantium claws, for example, adds an Armor Penetration Modifier to your Close Combat.

Rule for Modifier Box:

- **Claws, (Retractable), (+X) to Close Combat**

DEFENSE, ENERGY

Cost Level = Modifier Number

DESCRIPTION

Not a shield. Good vs. all forms of energy attacks for as many stones as your Modifier Number.

COMMENTS

A common power for those who come from energy-filled environments.

Rule for Modifier Box:

- **Energy Defense, +X stones to defense vs. energy attacks**

DEFENSE, MAGICAL

Cost Level = Modifier Number

DESCRIPTIONS

Good vs. all forms of magical attack for as many stones as the Modifier Number.

COMMENTS

A player with Magical Defense (especially if purchased with the Advantage that it benefits others) can be a lifesaver.

Rule for Modifier Box:

- **Magical Defense, +X stones vs. magical attacks**

DEFENSE, MENTAL

Cost Level = Modifier Number

DESCRIPTION

Want to stop those pesky telepaths from reading your mind? Good vs. all forms of mental attack for as many stones as the Action Number. This costs no stones to use and is active all the time. Telepaths have this power naturally, but non-telepaths may purchase it separately. This Defensive Modifier is added to your Intelligence for defense against Telepathy and any other relevant mental spells (hypnotism, etc.).

COMMENTS

This is a useful (and relatively inexpensive) way to cover a strong man's weak flank.

Rule for Modifier Box:

- **Mental Defense, +X stones to Intelligence vs. mental attacks**

EXTENDED LIFE/ IMMORTALITY

Cost = 3 white stones

DESCRIPTION

The problem with finding the fountain of youth is that it only means that you won't die of natural causes like old age, sickness, hunger or disease. It doesn't keep you from getting shot, poisoned, bludgeoned, etc. When you pay for this power, you also get to determine which age you wish to appear, or the rate at which you wish to age.

COMMENTS

It costs a fair amount, but has advantages that come from a large number of past connections, hangers-on, and the like. The expense adds some "rarity value."

Rule for Modifier Box:

- **Extended Life (or Immortality), won't die naturally**

HEALING FACTOR

Cost level = Durability Number + 2 Levels

DESCRIPTION

You have the ability to heal rapidly and recover from fatigue with incredible speed. Heal 1 white stone per hour. Regenerate 3 red stones per Panel for every 2 white stones of health you have. No Action Number. Also called Self-Repair for Powered Armor.

COMMENTS

Very useful for the lone character. The white stone/hour may not help in Combat, but it allows Spidey or Goblin to retire for a brief period and be back in Action without undue delay.

Rule for Modifier Box:

- **Healing Factor: Heal 1 white stone per hour, Regenerate 3 red stones per 2 whites per Panel**

HEALING FACTOR, ACCELERATED

Cost Level = Durability Number + 4 Levels

DESCRIPTION

You have the ability to heal immediately and recover fatigue with incredible speed. Heal 1 white stone per 2 Panels. Regenerate 3 red stones per Panel for every 2 white stones of health you have. No Modifier Number. This is also called Self-Repair, Enhanced for Powered Armor.

COMMENTS

Highly expensive, highly powerful. Ideal for the character who operates alone and is continually in the thick of the fray.

Rule for Modifier Box:

- **Accelerated Healing Factor: Heal 1 white stone per 2 Panels, Regenerate 3 red stones per 2 whites per Panel**

IMMOVABILITY

Cost = 3 white stones

DESCRIPTION

This makes you an "immovable object" for as long as you're conscious, no matter who or what hits you. No Modifier Number.

COMMENTS

Not the most potent power in the old arsenal, but its fixed cost makes it a worthwhile investment for characters with high Durability.

Rule for Modifier Box:

- **Immovability: Can't be moved until/unless knocked out.**

LUCK (PERSONAL)

Cost level = Modifier # +6 Levels

DESCRIPTION

Yes, there are Super Heroes in the Marvel Universe whose power is Luck (Black Cat, Longshot). This version is the automatic, uncontrollable kind that affects you or your opponents' Actions without costing you stones. That's why it's so expensive! Use in or out of Combat. Often plot-based. You must choose between Good and Bad Luck; you may not purchase both.

Choose one

GOOD LUCK: Add up to your Modifier Number in free stones to any Action so that you succeed by 1 stone.

Note: If you'd still be unable to succeed after adding your extra stones, you do not get to add any stones.

BAD LUCK: Subtract up to your Modifier Number in stones from any Action of your opponent so that he fails by 1 stone. (His stones are still spent, however.) It costs you no stones to do this.

Note: If you're still unable to cause his Action to fail after subtracting your maximum stones, you do not get to subtract any stones.

COMMENTS

Ideal for players who like to play it close to both sides of the line. Notice that this power naturally results in a lot of close shaves! The GM should have fun making up outrageous reasons why actions just barely succeed or fail.

Rule for Modifier Box (choose one):

- **GOOD LUCK: (+X) stones to your Action to succeed by 1 stone.**
- **BAD LUCK: (–X) stones from opponent's Action so it fails by 1 stone.**

PRESCIENCE

Cost = 6 white stones

DESCRIPTION

This is superior to mere Animal Senses. It warns a character of danger unseen and unheard shortly before it happens, unless specifically masked by more stones than the level learned. A convenient tool for the GM to let a character know if trouble is around the corner. The practical application of the power is that the player may change her stone allocation after she becomes aware of the enemy attack.

COMMENTS

If you are a lone character, this power is extremely valuable.

Rule for Modifier Box:

- **Prescience, May change stone allocation after enemy attack stones are revealed**

RADAR SENSES

Cost Level = Modifier Number + 2 Levels

DESCRIPTION

Senses function with superhuman sharpness. Fingers can feel the faint impressions of ink on a printed page, allowing reading by touch. Perceive minute changes in the temperature and pressure of the surrounding atmosphere. Identify individuals by smell alone, no matter how they might try to camouflage their natural odor. Tell whether someone is lying by listening to changes in the heart's rhythm and identify people by the specific patterns of their heartbeats. Also, the ability to sense the proximity and arrangement of objects. Often used to modify the Concentration Action.

COMMENTS

This is especially useful for a character interested in picking up small clues.

Rule for Modifier Box:

- **Radar Senses: Perceive minute details at range of 10' per Modifier #.**
- **Modifier vs. Resistance.**

REFLEXIVE DODGE

Cost Level = Modifier Number + 3 Levels

DESCRIPTION

This Modifier gives you the ability to dodge blows instinctively. Spider-Man gets something similar as part of his Spider-Sense. It costs no stones to use and is active all the time. In practical terms, this is a Defensive Modifier and works the same way that Toughness does. Does not protect universally—for instance, it has no effect against Actions like Telepathy or against Area Attacks (no place to dodge!).

COMMENTS

The fact that this power effectively gives you free stones in defense every Panel makes it hugely valuable, hence its expense. It is also a fact that no matter how well you can dodge, you may be helpless the first time a telepath shows up.

Rule for Modifier Box:

- **Reflexive Dodge, (+X) stones to defense.**

SELF-CONTAINED LIFE FORM

Cost = 3 white stones

DESCRIPTION

Sometimes this sort of goes without saying (like if you're a blob of energy). But if you are a humanoid being, you can purchase this Ability as an "extra." You may also purchase this at 1 stone per single aspect, such as "No need to breathe" or "No need to eat."

COMMENTS

Why give up on the good things in life? Eating...breathing...drinking a refreshing glass of cold water on a hot summer's day. Ah well, to each his own.

Rule for Modifier Box:

- **Self-contained Life Form, No need to sleep, breathe, eat/drink (etc.)**

SONAR SENSE

Cost Level = Modifier Number

DESCRIPTION

Detects sonar reflections (100' per Modifier Number). This gives a character a 3-D contour picture of the physical elements in his or her environment. Will detect invisible physical objects.

COMMENTS

Detects size/shape of physical objects (it determines if they are in fact physical), but not if something is alive, etc.

Rule for Modifier Box:

- **Sonar Senses, perceive outlines/shapes at range of 100' per Modifier #. Modifier vs. Resistance.**

TARGETING

Cost Level = Modifier Number + 4 Levels

DESCRIPTION

Adds Modifier's worth of stones to Ranged Combat (attack only, not defense) or variable range energy attacks like Force Blast. It can never more than double the normal Modifier of the weapon you are using. This is the power which makes an otherwise normal human hero like Bullseye or Hawkeye stand out from the rest. With extra attack stones, you can now afford to use one of them purely for effect.

COMMENTS

Targeting allows a player to operate at a distance. It is a purely offensive choice and is not cheap. A good choice for sniper types who intend to hit without being hit in return. Good buy for a potential assassin or mercenary.

Rule for Modifier Box:

- **Targeting, (+X) stones to Ranged Attacks**

TOUGHNESS

Cost Level = Modifier Number + 3 Levels

DESCRIPTION

This protects you (without spending stones) against any physical damage (including energy beams, etc.). It can consist of Armor, Hardened Skin, Superhuman Mass, Exoskeleton, Magical or Technological means, whatever. This "flavor" should be described carefully, as it can occasionally make a big difference in play. Does not protect universally—for instance, against Actions like Telepathy.

OPTIONS

- Nullifies Armor Penetration (+1 to Cost Level)
- Nullifies 2x Damage from Firearms or Projectiles (+1 to cost level)

COMMENTS

The fact that this power effectively gives you free stones in defense every Panel makes it hugely valuable, hence its expense. It does not protect against mental intrusion, however.

Rule for Modifier Box:

- **Toughness (or a colorful description like Steel Skin, Superhuman Mass, etc.), (+X) stones to defense.**

TRANSFORM SELF

Cost Level = See Below

DESCRIPTION

This Modifier gives you the power transform from one form (usually huma to another. You pay for both forms as they were separate heroes, except you p only half (round up) for the less expens of the two forms. You decide which is yo "natural" form. You must buy eve Ability and pay for all Actions you want use in each form. You still only have Action Boxes, and can only assume super powers of one form at a time. T formula also works for Vampires a Were-creatures. If what you turn into is creature, this allows you a special affin with that creature and an ability to p as that creature; in other words, "speak/think" werewolf, tiger, hawk, However, if you want their Animal Sens you'll still have to pay for them.

Transformation takes one panel occurs at will, unless you purcha Disadvantages such as "Power Out Control" as the Hulk did.

Important: Write your Transform Abilities, Actions and Modifiers next your "normal" ones.

To Buy

1. Build your lesser form's Abilities Modifiers, paying half rate. Pay nor rate for Actions, however. (You buy every Ability. You must pay for Actions you want to use in each form
2. Build your enhanced (i.e., m "expensive") form, paying for Abilities, Actions, Modifiers, etc. at normal rate. (You must buy eve Ability. You must pay for all Actions want to use in each form.)

Examples

- Colossus transforms from a str human form to living steel and enhanced Abilities, Toughness, etc. Actions are applicable in both hu and non-human form.
- Bruce Banner can't always co whether he turns into the Hulk, whi lets the GM make trouble for him!
- Photon turns into a high-energy be with improved Actions and Abilities

Note: The Human Torch and Beast not have this power. Torch's ability transform into flame comes from Mastery of Fire. Beast is what he is does not transform.

COMMENTS

It is usually advisable to create a normal human form (costing a mere 4 to 6 white stones, divided in half) and concentrate all the rest into a powerful mutated form like Colossus or the Hulk. You can also build two medium-power forms that provide great flexibility. Remember to buy increased Durability at the start to provide enough energy for your increased Abilities!

Often the form you choose to transform into will have self-control issues. If you change into a Werewolf or the Hulk, then it's up to you to roleplay that new form. You must become the rampaging beast. You must roleplay it even if it messes things up for your untransformed self. This is not an easy task. But the alternative is to give up control of your now "out-of-control" self to the GamesMaster, and what fun is that?

Rule for Modifier Box:

- **Transform Self, write altered Abilities, Modifiers, Actions next to normal ones.**

EXAMPLE

When Piotr Rasputin wants to transform into Colossus, he tells the GM he's changing into his other form. His Strength, Durability and Toughness increase. It costs no stones to transform, and he may change back at will.

TRANSFORM SELF BY TOUCH

Cost = 30 white stones

DESCRIPTION

This Modifier allows you to assume at will the physical properties (height, weight, density, hardness, Toughness, and permeability) of anything you touch, thus affecting your Abilities and Defense. This includes different materials, forms of energy, and mystical abilities (like Thor's Hammer). Consult the D&R for the correct levels of Toughness or other factors based on the material or element you turn into, or use common sense. For instance, if you transform into water, you get all of the properties of water. If you lose consciousness, then you automatically revert to your normal state.

In altered form

- You cannot alter your Intelligence.
- You equal the attributes of whatever you turn into. For example, if you turn into a tree you would be as tough as wood.
- Duration at will.

COMMENTS

It's very expensive, but it's adaptable to the degree where it can really pay off. You'll probably want to carry around a selection of objects whose properties you'd want to turn into.

Rule for Modifier Box:

- **Transform Self by Touch, take on physical properties at will by contact.**

EXAMPLE

Absorbing Man is running away from the police when he's shot by titanium steel-tipped bullets. Instead of being wounded he chooses to transform into steel. He now has a Toughness of 6—the hardness of steel—and turns to face the amazed cops. He can stay in his transformed state as long as he wants or is conscious, and may Transform back at will.

TRANSFORM OTHERS BY TOUCH

Cost = 15 white stones

DESCRIPTION

This Modifier allows you to transform your enemy into a material or an object of your choice, but you must specify which solid material (stone, gold, glass, etc.) or object (toad, sword, bird, etc.) when you buy your power. If transformed into a material, the victim is immobilized for one hour. If transformed into an object, the victim is that object for one hour. Transformation occurs by touch, so you must first overcome your victim's defensive stones with Close Combat or touch him (including clothing) in some other way. His Defensive Modifiers don't count, except for Reflexive Dodge.

COMMENTS

Unsophisticated, but it's a good, basic, solid knockout blow at a reasonable price. Simple, direct and a good combination with Close Combat.

Rule for Modifier Box:

- **Transform others by touch into (fill in material or object) for one hour, must overcome defense first.**

EXAMPLE

Grey Gargoyle walks up to an unsuspecting bank guard and touches him, transforming him into a granite-like stone substance for an hour. He then proceeds to herd all the customers into the vault and rob the bank. (If the guard had seen him coming, Gargoyle would have had to first get through the guard's defense using an Action like Close Combat.)

VISION, ENHANCED

Cost Level = 1 red stone/option x Modifier Number

DESCRIPTION

This consists of several options which can be purchased in any combination you desire. (This can be modified for other senses.) If you pick 5 options, and want a Modifier Number of 4, it would cost you 20 red stones (i.e., 6 white and 2 red).

A minimum Modifier of 1 means that you can only see into the spectra you purchase. Numbers above 1 are necessary to overcome stones applied for concealment such as Invisibility, Tech, Magic, or Situational Modifiers like rain.

OPTIONS

- See in Darkness.
- Infrared (see body heat/heat in general). Can see heroes using Invisibility if your Modifier can overcome it.
- Phased objects (objects slightly out of phase, either spatially or temporally).
- UV (Ultraviolet energies, the other end of the spectrum from Infrared).
- Microwave Energy (many modern communication and control systems use this).
- Microscopic, very small (small as cell size, 100x per level).
- Telescopic, Range to Modifier Number (perfect detail within line of sight).
- X-Ray Vision (resisted by intervening material (i.e., lead); Range: 2).
- See into other dimensions (including supernatural, ghosts, Demons).
- See Auras and magical forces (non-tech characters only).
- See energy patterns and forces (For Powered Armor, Robots or Cybernetics, only). Can see invisible if your Modifier can overcome it).

COMMENTS

A cheap, effective way to overcome the natural limitations of the organic eye. You never know when seeing what would normally be hidden will save your life or just come in handy. (For example, Microscopic vision can be very useful when combined with a knowledge skill if you're looking for clues!)

CHANGING YOUR ABILITIES, SUPER POWERS AND MODIFIERS

At some point during play, you may find it necessary or desirable (or unavoidable) that one of your Abilities, super powers or Modifiers will change. You'll get zapped by gamma rays. Or you may decide that you want to be stronger and perform a series of experiments on yourself. Or an evil Super Villain like Magneto will rip out your Adamantium Skeleton. When that happens, you and the GamesMaster will decide how much things increase or decrease.

Here's how it works. For every stone of increase, you must pay for the new level as if you were buying it originally, minus the cost of the current level you have. You start the process with no white stones to buy the increased level. You must pay for your purchase by getting white stones from the original list of Challenges or by adding Challenges from the list below. You may choose to get stones from the same Challenge (up to the printed limits) or in a combination of Challenges. You may also add in any white stones you saved when you first created your character.

What happens if your Abilities, super powers or Modifiers decrease during play? Do you get any stones back? Unfortunately, if that happens, you're plain out of luck. Sorry.

Note: This process doesn't apply to acquiring new Actions which you could learn normally, such as Close Combat or Thieving.

Note: The Challenges below are not available at start.

Description	Extra stones
You owe someone(s) a favor(s)	1–5 stones
Someone is out for revenge against you	1–5 stones
Someone becomes envious of you	1–2 stones
New powers sabotage old relationships	1–2 stones
Give up a sample of DNA, blood, etc.	1–3 stones
Reduce one Ability and add it to another	Original cost
Cursed! (Your power, life, loved ones, teammates, companions, etc.)	1–5 stones
Branded an outlaw (criminal, murderer, etc.)	1–3 stones
Your family rejects you (if it didn't already)	1–3 stones
You lose your job	1 stone
You are considered a traitor/disgrace	2–3 stones
Joined the enemy/sold out with various hideous consequences	1–2 stones
You are now possessed by a Demon/ unstable force, willful entity, etc.	1–5 stones
The GM puts you on a dark path of his choosing; you find out the hard way	1–5 stones
You have supernatural restrictions (like a vampire needs a coffin, must avoid sunlight)	1–5 stones

Background and Origin

When you're creating a Super Hero, you also have to create your background and your origin. In addition to the cause of your super power, we're talking about two main subjects: Wealth Rating Modifier and Team Affiliation.

Wealth Rating Modifier

For every level of Wealth Rating Modifier you want your character to have, you must pay the appropriate number of stones listed below. Spending zero means you have bought a Wealth Rating Modifier of zero. (There is a reason so many Super Heroes are broke.)

Wealth can take a character far, if that's your style. Kingpin is one such example. So is Norman Osborn. Heroes like Reed Richards also opt for wealth. You can get a lot of plot advantage out of your wealth. Your Wealth Rating Modifier may go up and down, depending on what else is going on in the world.

Also, see the Equipment and Vehicles lists for what things cost. Some groups have wealthy benefactors funding their efforts, such as the X-Men (Professor X) and the Avengers (Tony Stark), and they get whatever they need from the team (see below). Other Super Heroes use their wealth to fund their own careers, such as Moon Knight. Still others inherited their wealth and status and their responsibility as a Super Hero, such as Black Panther.

The following list shows Wealth Rating Modifiers costs:

Wealth Rating Modifier	Description/ Net Worth	Per Month/ Per Issue Income	Cost in stones to get it
-1	Dead Broke ($0)	$0	2 white refund
0	Broke ($5,000)	$500	No cost
1	Okay ($25,000)	$2,000	1 red
2	Well-Off ($100,000)	$7,500	2 red
3	Wealthy ($250,000)	$10,000	1 white
4	Millionaire	$20,000	2 white
5	$10 Million	$100,000	3 white
6	$100 Million	$1 million	4 white
7	Billionaire	$10 million	6 white
8	$10 Billion	$100 million	9 white
9	$100 Billion	$1 Billion	12 white
10	Trillionaire	$10 Billion	15 white

At any point, you may reduce your Wealth Rating Modifier by 1 Level, and receive the difference between the Levels in cash.

Team Affiliation

Team Affiliation is very important if you want access to the benefits a team can provide: training, education, housing, transportation and even income. Plus, Super Hero teams usually have very cool toys and costumes.

Any team affiliation is free, but you must live up to your obligations and adhere to the team's moral code (or lack thereof!). The Wealth Rating Modifiers for various teams are listed below. For most villainous teams other than A.I.M., the acquisition of wealth is an ongoing issue.

TEAM	Wealth Rating Modifier
X-Men	2
Avengers	3
Defenders	0
S.H.I.E.L.D.	3
A.I.M.	2
N.Y.P.D.	1
F.B.I.	2
C.I.A.	2
Homeland Security	2

Origin: How You Got Your Super Power

How did you get your abilities? Believe it or not, all of the thousands of characters that have appeared in the Marvel Universe since August 1961 have gotten their powers from one of the following causes:

1	Mutant
2	Human—Serum or Drug taken once
3	Human—Serum or Drug taken each time
4	Human—Training
5	Fundamental Force of Nature
6	Gamma/Nuclear Radiation
7	Cosmic Radiation
8	Armor or Cyborg
9	Asgardian/Spirit/God/Demigod
10	Enchantment/Magic/Sorcery
11	Alien
12	Human or Mutant with Technological Enhancement
13	Human or Mutant with Magic/Mystic Enhancement
14	Mutagenic Accident
15	Possessed by/Interfered with by Ancient/Demonic forces

As you can see, some of these categories are big enough to drive a truck through. Mutagenic accident is any non-repeatable occurrence that caused a mutation, from chemical spills to electrocution to bites from radioactive spiders. And Mutant, well, that covers anyone born as *Homo Superior*, which means you can have bolts of energy that shoot out from your eyes or control the weather or anything in between.

In other words, the real art to an origin story is in the telling. And that's where you come in. This is your chance to be like writers and artists who create Marvel's characters. Nothing is too crazy. After all, we're talking comic books here. "Bitten by a radioactive spider, Peter Parker…"

Other Aspects of Your Character

There are plenty of other aspects you may want to create for your character. Do you have friends? Lovers? Pets? Are your parents alive? Do you know your background? What do you do for a living? Where do you live? Usually, you and/or the GamesMaster should create this background as you both see fit, as long as it works within the overall nature of the Campaign. These elements could be important in play, depending upon the style of the game and the desires of those involved.

You should write down a brief description of your character on the Character Profile Record side of your Character Action Display.

Keeping Track of Supplies (or not)

In other games, it is very important to know exactly how much ammunition a character carries; how many arrows you have; how much web-fluid Spider-Man carries with him. Depending upon the style of game you play, you may or may not get too specific about equipment.

The real question is, how important is it to you? We've designed Marvel to be simple and fun. So we've left that decision up to you. What kind of game do you, as players and GamesMaster, want to play?

For instance, you can play that Spider-Man never runs out of web fluid for his Web Shooters, or you can play that each canister provides an exact number of uses or amount of web discharged. (We provide this information in Spidey's profile, but using it is up to you.) Is it worth keeping track of how much fluid he uses just to have him run out on occasion? That's up to you. If you do, you'll spend a lot of time bookkeeping. If that's what you want, then the player and the GM should agree upon some numbers that work for the character and write them on the equipment list next to the item. Check them off as used. But we suggest that less detail is more fun in cases like this. How much fun is it to have Spider-Man web-slinging around town, only to come up short in the middle of an Adventure because the player forgot to bring enough fluid? Sure it's real, but how often does it happen in the comics? A general list allows players to show they have the item, without having to get into quantities.

However, if the story warrants it, the GamesMaster shouldn't be afraid to warn the player, "Spider-Man, you've used an awful lot of fluid so far webbing up the entire Giants football team. I think you may want to think about going home for a refill." Or, "The endless waves of zombie mobsters just keep coming, Punisher. You're starting to run low on ammo. You may want to think about getting out of there." Just be fair when sprinkling in the realism and it can add a little spice to your play sessions.

Note: The above does not apply to Powered Armor. See the Powered Armor rules for ammunition restrictions.

Equipment

Think about it. How much equipment does your average Super Hero use in the comics? How often do you see Spider-Man reaching into his backpack for a torch? Can you imagine Wolverine lugging around a 60 lb. pack filled with food?

There's a pretty good reason for this. Marvel Super Heroes usually hang out in a pretty civilized area, not some dank dungeon out in the middle of nowhere. If Ben Grimm gets hungry, he stops at the corner pizza place for a slice and a soda. Well, maybe three or four slices, but you get the picture.

Marvel Super Heroes travel light, and so should you. That doesn't mean you shouldn't take what you need. Hawkeye, Punisher and Nick Fury make sure they've got all the special equipment they need. That's what your equipment list is for. Don't worry about the food and stuff, and neither will we. Of course, if you're planning a trip to the middle of nowhere, make sure you've stocked up your vehicles. You don't want to crash-land in the Arctic without any food.

Here are a few examples of some normal equipment your character might carry:

- Cash (the amount can vary a lot)
- ID Cards
- Street Clothes
- Cell-phone or other communication device

Special Equipment

Special equipment, however, is a little different than supplies. Even if you don't track web fluid, you still need to list Spider-Man's Web Shooters. And where would Cyclops be without his Visor? Or Hawkeye without an assortment of nifty arrows? List your special equipment on your CAD. Special equipment often has impact on play; sometimes it adds Modifiers into every Combat. Make sure you list those Modifiers so you can refer to them. Whenever we provide you with an existing Super Hero's statistics, we'll also list any special equipment they have. When designing your own special equipment, you can look at existing characters for ideas, or come up with your own inventions. Players and GamesMasters will have to work together in developing special equipment; equipment that is too powerful can unbalance the Adventure or create conflicts between the players. (For creating new equipment during play, see Inventing in Actions.)

For examples of existing special equipment, see the Super Hero and Super Villain Profiles on P. 16-36 and Appendix C: Equipment on P. 125.

Weapons

Weapons are any tool that a character uses in Combat. A weapon can be a rock, a magic hammer or a phased-plasma rifle in the 40–megawatt range. Weapons can be used for Close Combat or Ranged Combat, and sometimes both. In either instance, the weapon's description includes the Weapon Modifier, which is the number of free stones from the General Pool the weapon adds to the attack. Anything that is considered inherent to the character, such as Wolverine's Adamantium claws, is not considered a weapon, but may add free stones to an attack.

Weapons should be listed in the Equipment section of your CAD. See Appendix A: Weapons, P. 124 at the back of this guide for a list of various weapons and their Modifiers to help you choose weapons or create your own.

Vehicles

Vehicles are also types of equipment that should be added to your equipment list. In some instances, group affiliation provides access to vehicles and aircraft, such as the X-Men's Blackbird or the Avengers' Quinjets. In other instances, the vehicle is owned by the character, such as Ghost Rider's motorcycle. In the Marvel Universe, if you want a vehicle, you can usually get one somehow, so feel free to give your character a vehicle if you want. Just remember to make sure that you also have an appropriate Action that lets your character use it, such as Vehicle Operation, and perhaps even an appropriate Specialty.

See Appendix B: Vehicles, P. 124 for a list of various vehicles and their Modifiers to help you in choosing vehicles or coming up with vehicles of your own:

Powered Armor

Ever since the days that Tony Stark first put on the Iron Man armor, fans have been fascinated by Powered Armor. Now you too can build and wear your own suit of high-flying, Uni-Beam blasting, damage-dismissing Powered Armor.

If you want to play a Powered Armor character, you still have to build your own character. We suggest including Technology and Inventing if you plan on modifying and upgrading your own armor. Or, you can plan on letting others do it for you, and just think of yourself as a "driver." Whichever route you choose, you may also want to include a hefty Wealth Rating Modifier. There are two reasons for this: First, it gives you access and resources for upkeep and upgrading. And second, whatever your Wealth Rating Modifier happens to be, you get that many **free** white stones to use towards your At-Start Weapons and Modifiers—on the house!

Using Powered Armor

Powered Armor operates via a neural interface that picks up signals directly from your character's brain. This means that you don't need to put stones in a special Action Box to operate your Powered Armor. But it also means that while operating your Powered Armor, you may only do one other Action per Panel. Your Powered Armor may do as many Actions as its Suit Intelligence (S.I.), see below.

Abilities, Modifiers, Actions, etc., for your armor go on your CAD. Keeping your character's white and red stones separate from your Powered Armor's stones on the same CAD can be tricky, but you'll figure it out. We have faith in you. Putting stones into Actions and defense works the same way with Powered Armor as it does for any character.

There is one special limit on Powered Armor to look at before we start.

Life Support

Unless your Powered Armor is open to the environment, you must provide for Life Support. See the Life Support Special Modifier below.

That covers the limit. Now let's build some Powered Armor. We'll start with your suit's Abilities.

Artificial Abilities

You must buy at least 1 in all these Abilities except Speed. Add up the cost using the Character Generation Costs on P. 38-40 as normal, but then only pay half that total (round fractions up).

Intelligence/S.I. (Suit Intelligence)—You can only do as many Actions with your Armor as you have points in your S.I

Using different weapons systems counts against your S.I., too.) S.I. also affects how well your Armor can resist people trying to take it over from the outside (see Combat), and you may also add your Tech Level to your S.I. for this purpose. S.I. Number is also the communications level (either to get a message through or jam the enemy's communications). S.I. is used for:

- Radar. Distance = 2x S.I. on the Range row of the D&R Chart, limited by the horizon.
- Monitoring communications.
- Jamming other communications.
- Sending communications (including false ones that seem to come from the enemy).
- Electronic Interface/Controller. This allows you to link up and communicate with other machines.

Strength—works exactly the same as for your character. You must use your armor's Strength when wearing it.

Agility—works exactly the same as for your character. You must use your armor's Agility when wearing it.

Speed—the armor's ground speed. You may use your Speed instead, and must use it if the armor has no propulsion systems.

Durability—These are the stones that power your armor. Like regular Durability, they cost x3 and each white stone generates 3 red stones to power all the suit's Actions. Damage comes out of your Suit's white stones of health generated by its Durability, the same way it does out of your character.

ACTIONS

Once you've bought all your suit's Abilities, it's time to buy Actions. Actions may include Close and Ranged Combat, Flight and others. Some have "discounts" and are listed below, along with their costs.

Many of the Actions that can be bought with your armor will have a reduction in cost to reflect the fact that they are technology and not inborn powers, and that they are lost if the armor is lost. Actions without a discount are permitted as well, if you like, but they cost the same as Normal Actions.

Close and Ranged Combat Special Armor Rule

You can use your own Close/Ranged Combat Action Number or your suit's; it's your choice. Energy comes from the suit either way. However, if you have a Specialty in Powered Armor Combat (Ranged or Close), you can add both numbers together.

The following Actions can be found in the list of Actions on P. 42-67. Actions listed below can be purchased at the stated discount. Any other Actions cost full price. (The name in parenthesis is the Normal Action equivalent, if different.)

- **Close Combat** (Cost Level = Action Number – 1)
- **Ranged Combat** (Cost Level = Action Number – 1)
- **Energy Absorption/Reflection***(Cost Level = Action # + 3)
- **Flight** (Cost Level = Action Number – 1)
- **Force Field*** (Cost Level = Action Number + 2)
- **Image Inducer/Holographic Projection* (Create Illusions)** (Cost Level = Action Number – 1)
- **Invention** (Cost Level = Action # + 4) (Hero's action, not armor's)
- **Invisibility** (Cost Level = Action Number)
- **Phase Shift** (Cost Level = Action Number + 1)
- **Surface Adhesion (Wall-Crawling)** (Cost Level = Modifier # – 1)
- **Tendril Whip** (Cost Level = Action Number + 1)
- **Tractor Beam*** (Telekinesis) (Cost Level = Action # + 2)
- **Voice/Sound Projection* (Ventriloquism)** (Cost Lvl = Action # – 1)

(*May be included as an extra function of an Energy Weapon System instead of a separate Action. See P. 76, Energy Weapons.)

Combat

Stones from your Close Combat stay in your Close Combat Action Box. The Weapon Modifier stones for each weapon get added into that box. You may only use one weapon per limb per panel, providing you have enough S.I. and enough Close Combat stones.

Stones from your Ranged Combat are reallocated into your Weapon System Action Boxes, with a minimum of one red stone per Weapon System being used. The Weapon Modifier stones go into their respective Action Boxes. You may only use as many Weapon Systems as you have enough S.I. and Ranged Combat stones for.

Defense and Vulnerabilities

Powered Armor can be attacked in the usual manner (i.e., good old violence), or specifically targeted by an enemy's Technology Action plus their Intelligence Bonus.

To defend against a normal attack, you would put stones of energy and Defensive Modifiers into your Powered Armor's Defense Area on the CAD. Any attacking stones that get past your defense do damage to your suit's white stones.

To defend against a Technology attack, first it would require the attacker to have prepared a device ahead of time (but you might be surprised how often that happens!). It also could be an attack via computer virus to shut down or jam communications, etc. Your suit can defend against being disabled or shut down (or even taken over) by adding stones from your Tech Level (in defense) to your S.I.'s worth of stones in your suit's Defensive Area. When your suit has no more white stones, subsequent damage affects the character inside.

MODIFIERS

Modifiers give your Powered Armor its oomph! The two most important are weapons, those cool things that all Powered Armor is covered with, and Toughness, which reflects the Armor of the suit. Remember, whatever your Wealth Rating Modifier is, you get that many **free** white stones to use towards building your At-Start Weapons and Modifiers. You may add your own stones to these free ones.

Weapons

Close Combat Weapon Modifiers are listed as equipment. But each separate Ranged Combat Weapons System will have its own box. This is because Close Combat weapons are carried separately, but Ranged Combat Weapons Systems take up Action Boxes on your suit. List the Weapon System's Modifier where the Action Number would go in the weapon's Action Box on the CAD. You still add the Weapons Modifier Number worth of stones to your Combat Action, however. But with Powered Armor, the stones that power some Weapons Modifiers come from your suit's Energy Reserve, as opposed to the General Pool. See each Weapon System for details.

Modifiers

These include sensors, communications and more. Some of these also have discounts, which are listed below.

Weapons Modifiers

Close Combat Mega-Weapon Modifiers

Cost Level = Modifier Number

These Weapons Modifiers are added to the Powered Armor's Close Combat Action just the way they are for normal Close Combat. You may use one Weapon Modifier per limb per Panel. List them in the Equipment section of the Powered Armor's CAD. They are usually huge, 4-5 stone versions of normal weapons. The stones for Close Combat Weapons Modifiers come from the General Pool. Note that most weapons carried by Powered Armor have a higher maximum allowable Modifier Number than normal hand-held weapons.

Examples of Mega-Weapon Modifiers:

Giant Axe (+4) costs 2 white stones

Giant Sword (+5) costs 3 white stones

- Use limit: 1 Weapon Modifier per limb per Panel
- Maximum Modifier Number (+6) per weapon
- Normal damage

Powered Armor Ranged Weapons System Modifiers:

All Weapon Systems have different strengths and limitations. Each comes with its own instructions. Use of any Weapon System counts against the S.I. operating limit, as does the Combat Action employing it (1 for each weapon system, 1 for Combat Action).

Energy Weapons

Cost Level = Modifier Number – 1

There are many types of Energy Weapon systems. Uni-Beams, Pulse Beams, Repulsor Rays, Laser Beams, Particle Beams, Plasma Beams, etc. The stones for Energy Weapons come from the suit's Energy Reserve, not the General Pool. Use the energy beams listed below or invent your own by picking and choosing from the Options and Functions also listed below.

- Maximum Modifier Number: +10
- Stones come from suit's Energy Reserve
- Normal damage
- Can be used as cutting and welding tools, esp. lasers
- Can be multi-use
- Limit: 1 Function per Panel

OPTIONS: (with extra costs)

(You may not apply any Advantages or Disadvantages to any Powered Armor Weapons System that are not listed in this section.)

- 2x Damage: +2 to Cost Level
- Area Effect: +2 to Cost Level
- Range: For each Range Number above 5 on the D&R Chart, add 1 white stone to cost. For each Range Number below 5, subtract 1 white stone from cost.
- Can do Stun Damage at will: costs 1 white stone extra. Damage is taken out of target's Energy Reserve.
- Extra Functions: Each Energy Weapon System may have more than one function. Functions are merely Actions that can be included as part of an Energy Weapon System and don't need their own Action Box. Any Action that you and the GM agree upon can be a function. Each extra function reduces the System's Maximum Modifier Number by 1. (If you add 3 Functions to an Energy Weapon with a Maximum Modifier Number of 10, then that Maximum Modifier Number is reduced to +7 and can only add 7 stones to a Ranged Combat attack. Each system may only perform one function per Panel. List the function on the same box as the Weapons system, as you would a Specialty.

BEST USE: Energy Weapons are potentially the highest Modifier of the weapons. The stun option also allows a hero to avoid the deadliness of bullets. With functions, they can be very flexible, as with Iron Man's Uni-Beam.

Types of Energy Beams

Iron Man's Uni-Beam (+7)

Cost = 25 white stones

Energy Beam with 3 extra functions:

- Range: 5
- 2x Damage

Extra Functions:

1. Image Inducer/Holographic Projector
2. Tractor Beam
3. Communications Modifier/Sensors/Searchlight (S.I. functions), no additional cost

Iron Man's Unibeam costs 9 white stones for the Energy beam with 2x Damage (Cost Level 8), plus 4 for the Image Inducer (Cost Level 6), plus 12 for the Tractor Beam (Cost Level 9), for a total of 25 white stones.

In Uni-Beam's Action Box it would say "Uni-Beam" +7, with Image Inducer (holograph projector), Tractor Beam, and Communications Modifier written in as functions.

Iron Man's Pulse Beam/Bolts: (+7)

Cost = 9 white stones

- Range: 5
- 2x Damage

Iron Man's Repulsor Rays: (+5)

Cost = 1 white stone

- Range: 3
- Stun option

Plasma Beam: (+7)

Cost = 20 white stones

- Range: 8
- Normal damage
- Stun option

Extra Functions:

1. Force Field

Proton Blast (+4)

Cost = 7 white stones

- Range: 6
- Area Damage
- 2x Damage

Sonic Beam: (+7)

Cost = 9 white stones

- Range: 4
- 2x Damage
- Stun option

Rocket Launchers

Cost Level = Modifier Number + 2

- Maximum Modifier Number: (+8)
- Stones come from General Pool
- Attack can be either Armor Penetration or Area Attack; specify when loading
- 4 rounds per system per load
- Range: 5

OPTIONS (cost extra)

- 2x Damage + 1 red stone extra per point

BEST USE: Special use against mission-critical targets with high defense Modifiers.

Firearms

Cost Level = Modifier Number + 1

- Maximum Modifier Number: (+6)
- Stones come from General Pool
- 2x Damage
- Range: 4
- Specify type and effect of ammunition when loading. Exotic materials (Vibranium, Adamantium, depleted uranium, etc.) require appropriate wealth or access.
- Load: 16 panels of use per load. Additional loads of 16 panels reduce Speed and Flight by 1 per load.

OPTIONS

- Silenced systems

BEST USE: Standard gun situations. Most cost-efficient bet for a standard attack against an average hero.

Flamethrowers:

Cost Level = Modifier Number

- Maximum Modifier Number: (+4)
- Stones come from suit's Energy Reserve
- Range: 2
- 2x Damage
- Area Attack (Risk of setting fires, which can either spread or burn out; it depends entirely on the situation you are in.)

BEST USE: Attacks on groups where the intent is to kill as many people and cause as much destruction as possible. Ideal for situations where you can "smoke out" an enemy.

Grenade/Canister Launchers:

Cost Level = Modifier Number + 2

- Maximum Modifier Number: (+4)
- Stones come from General Pool
- Area Attack (Area = Modifier Number only)
- Can be a fragmentation attack or knockout/disabling gas (vs. Durability). Specify which is loaded.
- Load: 12
- Range: 4

BEST USE: Attacks on groups where the intent is to disable, but not kill.

Electromagnetic Pulse (EMP):

Cost Level = Modifier Number

Disrupts all operating energy sources within area affected, including your own.

- Stones = Area Affected on Area Row of D&R Chart
- Duration = 12 panels

OPTIONS

- Partial Shielding, allows basic movement, +1 to Cost Level
- Total Shielding, no disruption, +7 to Cost Levels

Powered Armor Modifiers

The following Modifiers can be found in the Examples of Modifiers on P. 67-71 and can be purchased at the stated discount. Any other Modifiers cost full price. (The name in parentheses is the non-Powered Armor equivalent, if different.)

For example, if you buy Surface Adhesion (Cost level = Action Number − 1) at a Modifier Number of 3, it would cost a mere 2 red stones. At a Modifier Number of 10, it would cost only 12 white stones.

- **Energy Defense**
  (Cost Level = Modifier Number − 2)
- **Self-Repair (Healing Factor or Accelerated Healing Factor)**
  (Cost Level = Suit's Durability Number + 1)
- **Sensors (Enhanced Vision)**
  (Cost Level = 1 red stone for every 2 Options x Modifier Number)
- **Stability (Immovability)**
  (Cost Level = 2 white stones)
- **Targeting**
  (Cost Level = Modifier Number + 2)
- **Toughness**
  (Cost Level = Modifier Number + 1)

Special Modifiers For Powered Armor

Collapsible/Portable:

Cost = 1 white stone

Getting into and out of Powered Armor can be a real pain. Tony Stark gets around this by having his Iron Man suit collapse into a portable suitcase. (You may use another form of carrying case). The suit can be put on/taken off in less than 1 Panel.

If you don't pay for this option, then you must put on and take off the suit manually. Number of Panels = Durability + Toughness of suit.

Note: Doom and War Machine don't have the Collapsable/Portable suit Option and must take several panels to "suit up."

Stealth Technology

Cost Level = Modifier Number

Protection vs. Radar, Infrared and other technological detection, and ability to detect other Stealth at the same level.

Electrification

Cost Level = Modifier Number +1

If you hit the enemy, or if the enemy hits you, this deals back the Modifier # worth of attack. If the attack gets through, the target is also stunned for a Panel. This counts as a free, separate attack up to the Modifier Number if you are touched by an enemy. Maximum level = Durability of suit.

Translator

Cost = 1 white stone.

Translates most known languages into any other. (Exotic exceptions at GM discretion.)

Life Support

Cost = 1 red stone per 2 hours, 2 white for permanent

Most suits only provide a sealed environment with life support for a few hours, but if you pay for it your suit can become a permanent environment.

NOTE: You must spend at least one red stone for your suit's Life Support, unless it's open to the environment.

Self-Repair

Cost Level = See below

See Healing Factor or Accelerated Healing Factor in the Modifiers list. It costs the same and works exactly the same way, except that it is based on your suit's Durability and only affects your suit. The suit will also seek safety and power down to heal.

Exclusivity

Cost = 1 white stone

Recognizes its owner (or other authorized personnel) and will not allow others to use it. (Maybe it just needs a key.)

Artificial Emotion (AE)

Cost Level = Modifier Number

Acts as a Mental Defense Modifier, for what it's worth. Strictly for those who want to go there. The practical implication of this is that your suit gets a personality, played by the GM.

Iron Man's Stealth Armor is invisible to detection.

Robots

Robots are built the same way Powered Armor is built (but without the attached hero or the free stones from Wealth). They pay for Abilities, Actions and Modifiers at the same rate as Powered Armor. A Robot may choose to appear human, but then it would not be eligible for the "Doesn't Appear Human" challenge.

Note: If you like, you can use "A.I." instead of "S.I." when referring to a robot player's full-blown Artificial Intelligence.

Bionic and Cybernetic Enhancements

Whether you're replacing a limb or organ that you've lost during play, or you're starting off with one or more cybernetically enhanced body parts, the impact is basically the same. The cost of the part is based on the increased Ability or Modifier it gives your character.

Enhanced Abilities:

Cost Level = Ability Number (See Character Creation costs)

If you're starting out with a cybernetic body part, it doesn't cost you more. It's just part of your Ability and it costs the same as if it were a real part. (You pay for any Modifiers or Weapons, see below.) If you're replacing a missing part or increasing your Abilities through modifications, you pay only for the difference between what the relevant Ability was and what it is becoming. Even though you may only be replacing a single limb or other body part, your increased Ability is considered to cover the whole Ability. For example, if you get a Cybernetic Arm that increases your Strength from 4 to 6, you pay for the difference between the two, which is 2 white stones. Unless you lose the enhanced body part, you may use that new Ability any time. (Assuming that it makes sense, of course. A cybernetic arm can't increase Speed.)

Actions, Modifiers and Weapons Modifiers:

Cost Level = Powered Armor Costs

You can include any Action, Modifier or Weapon Modifier that makes sense in your bionic or cybernetic part, from Energy Weapons and Flamethrowers in your new arm to Advanced Electronic Countermeasures in your eye. You buy it as if it were an aspect of Powered Armor, including any discounts that may be available. It gets its stones from the same place the Powered Armor version does. And keep in mind that if it is a Weapon System like a rocket launcher or a firearm, you may have diminished storage capacity for ammunition. That's up to you and your GamesMaster to work out.

THE ACTION RESOLUTION SYSTEM (ARS)

In Marvel, all roleplaying boils down to the following situation. A player describes what he wants to do. The GamesMaster takes into account all the relevant factors that represent Resistance to that Action, and tells the player whether the Action succeeded, and, if so, how well. Everything else is just figuring out how it all happens.

In many instances, Actions don't need rules to govern them. Talking, thinking, eating, walking, hanging around, playing pool or cards—these things just happen. The players describe what they do, the GM describes any interaction with NPCs, and that's that.

Sometimes, even if an Action is more complex, the GM may decide that it is easily within the capabilities of the character, so there won't be any need to figure it out. We don't need to figure out whether the Hulk can smash in a normal door, now do we?

But there are also many types of Actions that require a structure to figure out exactly what happens. Can the X-Men destroy Magneto's machine in time to save NYC? If the Green Goblin attacks Spider-Man, who wins? Can Daredevil sneak into Kingpin's headquarters without getting caught? For these Actions, we have the Action Resolution System, or ARS.

The ARS is really simple. In essence, there is one equation for the resolution of all Actions:

Stones of Effort vs. Stones of Resistance = Results

If the Super Hero spends as many stones of effort as there are stones of Resistance, then the Action succeeds. If the Super Hero puts in fewer stones of effort than stones of Resistance, the Action fails. To successfully overcome the Resistance, you only need to match the stones of Resistance with an equal number of your own stones. It's the same whether it's Combat, or flying a plane, or defusing a time-bomb, or figuring out how to stop a deadly virus. There are no dice to roll, no percentages to figure out. Said another way, the ARS is:

Action Number + Ability Bonus + Modifiers
VS.
Defense Number (or Resistance) + Modifiers
= Results

Simple, right? So let's get into the details of how it works.

ARS IN ACTION

If you're a player, the way you describe what you want to do is to take a number of red energy stones and place them onto an Action Box. The basic number of stones you may put into an Action is defined by the Action Number. So, if the Action Number for Close Combat is 7, you can place up to 7 stones in that Action Box.

Next, you may add as many Bonus or Modifier stones as are allowed. So, if your Close Combat Action has an Agility Bonus (and if it does, you will write that in the Action Box of your CAD), then you may add as many stones as your Agility Number to the stones already in the Action Box. Let's say you have an Agility Number of 4. This means you could add 4 more stones for a total of 11 stones in Close Combat. If you were attempting Close Combat with a weapon, you would add the Weapon Modifier Number instead of your Agility Bonus.

You now have the maximum number of stones you'll be using for this Panel in your Action Box. Next, you may remove any or all of those stones and reallocate them into your Defense Area on your Character Action Display. Depending on how dangerous your opponent is, you will probably want to put between 2 and 5 stones into defense, although for some foes, extra defense is a really good idea.

Finally, you tell the GamesMaster if you are attacking one target or more and, if so, how many stones you are directing at each target. With 11 stones in Close Combat, you could attack up to 11 targets each with 1 stone, or one target with all 11 stones, or any combination in between.

RESISTANCE

If an Action is unopposed, i.e., there is no extra Resistance, then it succeeds. The Resistance to the Action is equal to the cost in stones of doing the Action. The minimum number of stones it takes to do an Action is 1 stone.

The GamesMaster has already allocated stones to the Actions and Defenses of the NPCs. The GM already knows the Difficulty Level and Resistance of any obstacles.

For each target, the GamesMaster adds up how many stones the target has allocated to defense. The GM then adds in any additional Defensive Modifiers the target has, like Kevlar Armor or Toughness. Depending upon the attacker's Modifiers, Defensive Armor may not apply. For instance, Wolverine's Adamantium claws nullify most Toughness and Defensive Armor (except other Adamantium). Finally, the GM adds or subtracts any stones for Situational Modifiers that affect the Action, such as darkness or fighting on a slippery surface. The final total of stones is the Resistance Number.

The GM then compares the number of stones of Effort in the Action to the number of stones of Resistance. If the first number is equal to the second, the Action succeeds. Any extra stones above the Resistance Number represents damage done to the target.

DIFFICULTY (D) AND RESISTANCE (R) CHART

DIFFICULTY:	①	②	③	④	⑤	⑥	⑦	⑧	⑨	⑩
ACTIVITY & RESISTANCE **WEIGHT** Use Strength to Lift or Carry. You may use all ● in energy pool. Throw Damage = ● x2	Up to 100 lbs R=① to lift, throw +① per panel carried or 10' thrown. Personal Computer Garbage Can, Dog	100-250 lbs R=② to lift, throw +① per panel carried or 10' thrown. Newspaper Machine Refrigerator Park Bench	250-1,000 lbs R=③ to lift, throw +① per panel carried or 10' thrown. Motorcycle City Mailbox Siberian Tiger	1,000 lbs-2 tons R=④ to lift, throw +① per panel carried or 10' thrown. (2,000 lbs=1 Ton) Car/SUV Polar Bear/Rhino Cruise Missile	2-5 tons R=⑤ to lift, throw +① per panel carried or 10' thrown. Minibus Lightweight Truck Huey Helicopter	5-10 tons R=⑥ to lift, throw +① per panel carried or 10' thrown. Medium Truck Elephant/T. Rex Blackhawk	10-25 tons R=⑦ to lift, throw +① per panel carried or 10' thrown. School Bus F-16 Falcon	25-50 tons R=⑧ to lift, throw +① per panel carried or 10' thrown. City Bus Garbage/Hvy Truck Subway Car	50-75 tons R=⑨ to lift, throw +① per panel carried or 10' thrown. SR71 Blackbird C-130 Hercules M1 Abrams	75-100 tons R=⑩ to lift, throw +① per panel carried or 10' thrown. Space Shuttle (93t) Small Locomotive (125t)
RUNNING Also Web-Slinging, Wall-Crawling, etc. Use Speed. No cost to move under 5mph.	5 to 10 MPH 80 yds/Panel 1 block R=① Normal Human	To 20 MPH c. 200 yds/Panel 2 blocks R=① Athlete/Dog	To 40 MPH c. 400 yds/Panel 5 blocks R=② Peak Human/Cat Fox/Grizzly Bear	To 75 MPH c. 750 yds/Panel 10 blocks R=② Enhanced Human Jackrabbit/Cheetah	To 125 MPH c. 1 mile/Panel 20 blocks R=③ Highway car chase.	To 250 MPH c. 2 mi./Panel R=③ Racing Car	To Mach 1 (750+mph) c.6 mi./panel R=④	To Mach 2 c. 12 mi./Panel R=④	To Mach 5 c. 30 mi./Panel R=⑤	To Mach 20 c. 120 mi./Panel R=⑤
FLYING Add Extra ● for carrying extra weight (as lifting)	10 to 30 MPH R=① (Near-Hover) Glider	31-150 MPH R=① MLB Fastball/Hawk Apache Chopper WWI Biplane	151-160 MPH R=① Peregrine Falcon (Natural limit)	161-200 MPH R=① Blackhawk Helicopter	250-750 MPH R=② WWII Fighter 747	Mach 1-2 R=② Concorde	Supersonic Mach 2-4.6 R=③ F-16 Falcon	Escape Velocity To Mach 4.7-7 R=③ Bullet from gun Titan II ICBM	Sublight Speed D=9 Flight R=④	Light Speed 186,000 MPS R=⑤
AREA/LEAPING Use Str, Agl, Spd or Acrobatics. Also Use for diameter of Area.	To 5'	To 10'	To 25'	To 50'	To 100'	To 200'	To 500'	To 1500'	To 1 mile	3+ miles
RANGES	Close Combat 10 feet	Very Short Range 30 Yards	Short Range 100 yards	Medium Range 1/4 mile/500 yds.	Long Range 1 mile/1,760 yds	Bombardment Range 3 miles	Cruiser Range 10 miles	Battleship Range 20 miles	Missile Range 100 Miles	Extreme Range 5,000+ miles
DURATION	1 Panel	10 Panels	120 Panels 1 hour	500-1,000 Panels A few hours	3,000 Panels 1 day	10-15,000 Panels Several days	20,000 Panels 1 week	100,000 Panels 5 weeks	1 million Panels 1 year	100 million Panels 1 century
ENVIRONMENTAL DAMAGE ●/person/Panel of exposure	Low-Level Radiation	Noxious Gas	Intense Heat or Cold	Burning Building	Poisonous Gas	High-Level Radiation	Huge Storm containing large chunks of debris	Caught in prolonged or repeating blast-like situation	Firestorm (intensified heat)	Totally hostile environment/ Ground Zero/ Instant annihilation
HARDNESS (Break or Smash) Use Strength. GM may also add Resistance as desired	TV, computer, small appliance H=Leather, Wood	Car window, Furniture, H=Hard Plastic	Kick in door, Rip light metal H=Bulletproof Glass, Brick	Tear door off car., break handcuffs, Smash Walls H=Lead, Copper, Aluminum	Brass or bronze work, break telephone poles H=Iron	Uproot tree, punch though concrete wall, bend bars H= Steel	Rip steel, punch through vaults, pull guns off tanks H=Diamond, Titanium Steel	Knock support from under major bridge H=Super Hardened Steel Alloy	Bring down a skyscraper, bust a dam H=Omnium Steel, Advanced Military Alloys	Destroy/Devour Worlds H=Alien Alloys, Secondary Adamantium
OPENING LOCKS Use thieving or similar	Latch R=①	Common Lock, Padlock, Handcuffs R=④	Commercial Lock, Standard Safe R=⑨	Jail Door, FBI/UN-Level Security R=100 ●	Bank Vault, X-Men Mansion R=1,200 ●	Fort Knox, SHIELD Security R=3,000 ●	Supernatural Defense, Tombs R=7-5,000+ ●	Advanced Alien R=7,000-15,000 ●	Legendary, Alien, Supernatural R=3,000+ ●	Overcome a god's treasure defenses R=10,000+ ●

DIFFICULTY:	❶	❷	❸	❹	❺	❻	❼	❽	❾	❿
ACTIVITY & RESISTANCE **TECHNOLOGY**	VCR, Common Appliances, Cars	Simple Computer, Communications Equipment	Programming, Large Computer Systems	Most Medical Tech, Normal Hi-tech	SHIELD/Interpol-Level Devices State-of-the-Art	AIM Devices Alien Devices	Kree Technology Shi'ar Technology	Time Machine	Highly Complex Alien Machine	Alien Machine (using unknown principles)
VEHICLE OPERATION R=D unless given R is /panel to operate. May combine ● to overcome R	Bikes, Simple Machines, Cars, SUVs, Motorcycles	Trucks R=❶ Armored Personnel Carriers R=❶	Basic Planes R=❶ Blackbird R=❽ Quinjet R=❷ Tank R=❽	Fighter Jets R=❷ Helicopters R=❶	Space Shuttle R=❶❽	Fighter Spacecraft R=❿	Complex Alien Spacecraft R=60-100 ●	Alien Heavy Cruiser R=2,000 ●	Space Battleship R=5,000 ●	Space Station Operations R=7,500 ●
General Education Level	Secondary School	High School	College	Master's Degree-level	PhD Level	Multi-PhD Level	Recognized Leading Scholar	World Authority	Knows most facts, all in area of expertise	Knows almost all known facts.
Games (Zero-level, Tic Tac Toe, Odds/evens.)	Checkers Most Arcade Games	Poker, Monopoly, Stratego, Risk, Clue, Computer Games	Bridge, Chess, Go, Settlers of Cataan, Simple Wargames	Chessmaster, Go@ Q-Level, Complex Wargames	Chess Grandmaster Go @ 1 Don Level	World Champion Chess Player	World Premier Go-master	Master of any game having played it once.	Can beat anyone at his own game except the gods.	Unbeatable at any game not involving luck.
Scientific Specialty (not general knowledge)	Undergraduate Level (Bachelors')	Graduate Level (Masters')	PhD-Level	Expert Researcher	Expert Specialist	Nobel Prize-Level	Legendary Ability	Mad Scientist Level	World's Best	Interplanetary Expert
Wealth Net Worth/Monthly or Issue Income -1=Dead Broke, $0 0=Broke, $5k/$50	Okay $25,000/$2,000 N.Y.P.D.	Well-Off $100,000/$7,500 X-Men, AIM, FBI, CIA, Homeland Security	$250,000/$10,000 Avengers, SHIELD	Millionaire $1 million/ $20,000 Henry Pym	$10 million/ $100,000 Wasp	$100 million/ $1 million Professor X	Billionaire/ $10 million Green Goblin	$10 billion/ $100 million Tony Stark, Kingpin, Doctor Doom	$100 billion/ $1 billion Small Nation	$1 trillion/ $10 billion Kang

DIFFICULTY:	❶	❷	❸	❹	❺	❻	❼	❽	❾	❿
Intelligence	Below Normal Green Hulk	Normal Abomination	Above Normal Rogue, Gambit	Gifted Daredevil, Elektra	Genius Beast, Jean Grey	Exceptional Genius Forge, Apocalypse	Exceptional Genius Bruce Banner/ Spider-Man	Supergenius Doctor Doom	Superhuman Reed Richards, Henry Pym	Immeasurable
Strength	Normal Bruce Banner	Athlete Cyclops, Storm	Peak Human Kingpin, Elektra	Enhanced Human Wolverine	Superhuman Beast, Spider-Man	Enhanced Superhuman Mister Sinister	Metahuman Venom, Ultron	Enhanced Metahuman Blob, Rogue	Maximum Metahuman Thing, Iron Man	Incalculable Green Hulk, Thor, Silver Surfer
Agility	Normal Bruce Banner	Athlete Storm, Cyclops	Peak Human Elektra, Gambit	Enhanced Human Wolverine, Sabretooth	Superhuman Beast, Quicksilver	Enhanced Superhuman Spider-Man	Metahuman Super Skrull, Apocalypse	Enhanced Metahuman Hercules	Maximum Metahuman	Incalculable
Speed	Normal Human Bruce Banner	Athlete Gambit, Jean Grey	Peak Human Elektra, Bullseye	Enhanced Human Toad, Thing	Superhuman Spider-Man, Beast	Subsonic Silver Surfer	Mach Speed Electro	Supersonic		Quicksilver
Durability	Normal (Tires after a few seconds/1 Panel) Bruce Banner	Athlete (Tires after 5 min./ 10 Panels) Hawkeye, Jean Grey	Peak Human (Tires after 1 hour/ 120 Panels) Cyclops, Elektra	Enhanced Human (Tires after few hrs/ 500-1,000 Panels) Spider-Man, Beast	Superhuman (Tires after 1 day/ 3k panels) Wolverine, Sabretooth	Enhanced Superhuman (Tires after several days.-10k/15k Panels) Blob, Thing	Metahuman (Tires after 1 wk 20k/Panels) Green Hulk	Enhanced Metahuman (Tires after 5 wks/ 100k Panels) Silver Surfer	Maximum Metahuman (Tires after 1 year/ 1 million Panels)	Immeasurable (Tires after 100 million Panels)

How to use this chart: The Activity is described along the left side of this chart. The Difficulty of doing something at that range, weight, speed, technical level, etc., is represented by the numbers in the red circles along the top of the chart. The information in each box then represents the resistance to doing that activity at that Difficulty. It also lists real-world equivalents. Often, it also lists an illustrative example. If no Resistance is given, then use the Difficulty as the Resistance. To be able to attempt an Action, the total of your Action Number, Ability Bonus and Modifier must be = to the Difficulty. To succeed at that Action, the stones of effort you put in must = the Resistance to that Action.

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ESCAPING

Just as in real life, there is more than one way to escape an attack, whether it be Close Combat or Ranged Combat, from a rifle shot to an energy blast.

In Close Combat, if you choose to run away while your attacker chooses to attack, and you go first in the Panel order, then you should be able to get away. Simply put as many stones as you can into Speed, combine it with an Action that aids your escape if possible, and you should be able to break contact. Unless your attacker read your mind and also put her stones into pursuing you, she'll be left fighting air. If your attacker goes first, then the attack occurs first: If you survive, you can get away.

It's a little harder when running away from a ranged attacker. In that case, if you put as many stones into defense as you can while looking for some cover, you'll have your best chance of getting away. How you allocate stones could matter to the GamesMaster, who may apply Situational Modifiers to your choices. You can put all your stones into Speed, in which case you're limited to your top speed. Or you can add Speed stones into your defense, along with stones from some other Action, which may slow you down a little but make you harder to hit.

Finally, as a last resort, at any point during play you may also escape by spending a white stone of health and forfeiting any red stones you were planning to spend.

Once you have escaped, what you do next is up to you. You may run away, you may hide, you may jump into a vehicle and drive away. Your attacker would need to catch you again to attack you if it were a Close Combat. For Ranged Combat, she may attack you again if she can see you and you're within range, so remember not to give her a clear shot.

UNOPPOSED ATTACKS

If you attack someone who is unaware of your attack, he will not have time to have allocated any stones for Defense. The GM may also decide that, depending upon the situation, such as the type of attack and your Action Number, you may also ignore his Defensive Armor or other Modifiers. There are no special "Ambush" rules in Marvel. With all Actions being resolved as they occur, unless someone has actively put stones into his defense, the only defense he has will be Modifiers that are always on. But Modifiers like that can include Toughness, or Reflexive Dodge, or even Spider Senses. In other words, even if you have the drop on someone, it doesn't mean that victory is automatic.

For characters that do not have Defensive Modifiers such as Toughness or Reflexive Dodge, we suggest keeping a minimal number of stones in your Defense Area during times when you may be at risk. That way, if you are attacked, you will be on your guard and able to avoid being the victim in an Unopposed Attack. A good rule of thumb is only to use as many stones as you automatically regenerate. Also, remember that the stones that end up in your Defensive Area still need to come from an Action, so for this purpose use an Action that would help you defend yourself or avoid being ambushed, such as Close Combat, Hunting and Tracking or Black Ops.

KNOCKING OUT AN OPPONENT

Super Heroes know how to pull their punches and knock people out. Whenever the red stones of damage exceed the number of white stones in a character's health (for example, if 4 red stones of damage are done to a character with 3 white stones of health), the character can choose to be knocked out rather than actually lose those stones as damage. The period of time the character is knocked out (unconscious) for is 2 Panels/stone of damage that would have been done. (So in this example, the character would be knocked out for 2 Panels.)

The player attempting to accomplish this must put in enough red stones to knock the opponent out, and will succeed in doing so unless the opponent chooses to take the damage instead. (Since Super Heroes do this all the time, they are pretty good at it.) The GamesMaster will make this decision for NPCs. In true comic book fashion, NPCs will nearly always choose to be knocked out rather than seriously injured.

MULTIPLE ACTIONS IN A PANEL

You may do up to 2 Actions per Panel. Just distribute stones among them as desired. (Exception: Powered Armor can do its S.I. Number of Actions per Panel.) Each Action gets its relevant Ability Bonuses or Modifiers. Diverting stones to defense does not count as a separate Action.

For example, if Wolverine were struggling with Sabretooth while driving a speeding car, he could keep one hand on the wheel (2 red stones) and put the rest into Close Combat.

Characters can also use two separate Combat Actions in the same Panel. For instance, Cyclops could be firing his Optic Beam while fighting Close Combat. These two Actions would be considered separate attacks, even if they were against the same target.

ACTIONS THAT COMBINE STONES

If two Actions work together, then they may add their total number of stones into a single attack or effect. They still count as two Actions for that Panel, however. (You may not combine two Actions and then do a third in a single Panel.)

However, not all Actions work together. For instance, you can combine Close Combat and Flying, with stones from both adding into the same attack. But you cannot combine a Close Combat attack with a Ranged Combat attack, even if they're against the same person. They must be resolved as two separate attacks, with each attack needing to overcome the opponent's defensive stones.

The rule of thumb is that if the energy of each Action is complementary, then they can be added. For instance, if Rogue flew into an opponent while also putting red stones into Close Combat, then the red stones of energy used in Flying would add their force to the red stones of Close Combat. This combined total would be compared against her opponent's defensive stones, which would only count once, not twice, as they would have against two separate attacks.

Another example of a complementary Action is Concentration, which is often used to overcome Situational Modifiers such as noise, confusion, distractions, etc. A character can add it to a relevant Action (such as Ranged Combat or

Mastery of Magic) when trying to overcome these Modifiers.

However, if the energy of the Action is not complementary, then the stones cannot be added. For instance, either Phase Shift or Invisibility may work well when used along with Close Combat, but they can't combine their energy. The energy of the Phase Shift or Invisibility is used to create those effects. They might make the Close Combat more deadly by turning it into an unopposed attack, but they don't actually increase the stones of effort represented by the attack. Also, two Combat Actions may never combine into a single attack. For instance, none of the following may combine: Ninja, Ranged Combat or Close Combat.

Examples of Actions that can combine stones

- Close Combat and:
  - Flying, or other stones representing speed
  - Transform into damage-causing element, like fire
  - Telekinesis
  - Unstoppable
  - Black Ops
  - Force Field (Offensive stones only)
- Concentration and many other Actions
- Gambling and either Telepathy or Telekinesis
- Leadership and Social Skills
- Technology and General Knowledge
- Acrobatics and Ninja
- Acrobatics and Shrink/Expand
- Black Ops and Thieving
- Business Skills and Telepathy

Actions that cannot combine stones

- Ranged Combat and Close Combat, Ninja
- Flight and Ranged Combat
- Acrobatics and Astral Travel
- Invention and Close or Ranged Combat
- Invention and Technology
- Invisibility and Astral Travel
- Leadership and Thieving
- Unstoppable and Vehicle Operations
- Steal Superpower and any other Action

Example

Daredevil is on the roof of a two-story building and perceives a mugging in the alley below him. He asks the GM if in this case he could combine his Acrobatics with his Close Combat, and the GM agrees he can, as the energy of the Acrobatics translates into force he can use in the Close Combat. Putting 3 stones into Acrobatics and 3 stones into Close Combat, Daredevil leaps down and attacks the mugger. Daredevil lands on the mugger with 3 stones of Acrobatics plus 3 stones of Close Combat, so he hits the mugger with 6 stones of effect.

What about the falling damage? Falling from a two-story building would normally do 2 stones of falling damage, but that's automatically negated by his Acrobatics.

UNDEFINED ACTIONS

There are often many paths to the same result. The goal of the Marvel Universe Roleplaying Game is to enable players to act like Super Heroes, not inhibit them. Sometimes, what you want to do will be perfectly described by an already defined Action, like using Vehicle Operation to fly a plane. But sometimes you'll want to do something for which you don't have a pre-defined Action. In that case, you can use any relevant Ability. For lifting, use Strength. For any problem-solving, use Intelligence. For athletics or athletic-oriented activity, use Agility. You may put up to your character's Ability Number in stones into the task. Additionally, if two or more Abilities are applicable, then you could add both, limited by the Multiple Action rules defined above. See P. 42 for a list of Normal Actions and the relevant Abilities.

TIME, DISTANCE AND COMIC BOOKS

If you've played any roleplaying games before, you know that most of them have pretty exact notions of time. They have lots of rules designed to help you figure out exactly how long something takes, how fast something moves and how far it can move in a panel.

But because the Marvel Universe Roleplaying Game adapts comic books to a roleplaying game, we decided to keep things simple. The basic unit of time is a Panel. A Panel is defined as anything a player could describe to a GM that a Marvel artist could draw in a single Panel and a Marvel writer could write in a single caption. In other words, most Panels will describe a single Action, but some could represent periods from the blink of an eye to hours or even days. We've all seen Panels in the comics that showed Reed Richards buried in his lab with a caption that read "72 intense hours later..." only to emerge in the next Panel with a new Demolecularizing Restabilizer.

A Panel is a representative period of time. In a comic book, if Spidey needed to Web-Sling his way from lower Manhattan to upper Manhattan, a trip of many minutes, we might see a couple of Panels as he swung past some fun landmarks, but we wouldn't see the whole trip. If Wolverine were fighting his way through a dozen ninjas, we wouldn't see him fight every single one. We might see a starting Panel where he was facing them. We might see one or two Panels of Combat, and then we'd see a wrap-up Panel with Wolverine moving past a pile of no longer functional ninjas. The Marvel Universe Roleplaying Game Panels are just the same. A Panel isn't "I hit you and you hit me"—it's a bunch of punches.

That means you don't have to describe every little thing that happens in the course of play. It's okay to spend more time on the fun stuff and less time on the needless detail. You and a GamesMaster can fight out an intense battle between Sabretooth and Wolverine Panel by Panel, until one of them is too beaten and bloody to continue. But you may want to condense a long intercontinental plane flight into a single Panel to save time and energy. (Wouldn't you like to condense the school day or your daily commute the same way?)

Even though the exact definition of a Panel is up to players and GamesMaster, there is a need for some average benchmarks by which to determine certain consequences and factors. We've decided that the average Panel is 30 seconds long, for the purposes of figuring out things like the average distance you can move, or how much damage you might take if you were in a room with a leaky nuclear reactor.

Note: Many people who play Marvel ignore the next few paragraphs. They feel they are too detailed for the kind of game they want to play. Many of them have simply decided that 1 stone = 10 ft/Panel, and leave it at that. Some just say, throw in an extra stone (or two) and you'll get there in time. But for those players and GMs who want some detail (but not too much!), we present the following:

In the D&R Chart, you'll find columns for Land Speed and Flight Speed. Remember that the Difficulty on the Chart represents the ability to fly or run at a certain speed. And the Resistance on the Chart is how many stones you must spend to actually do it. You'll see moving at 5-10 mph has a Difficulty of 1 and is the speed an average person can run. 11-20 mph has a Difficulty of 2, and is the speed at which an athlete can run. 21-40 mph has a Difficulty of 3 and is the top speed of a peak human, or someone like Gambit or Storm. In order to move faster than that, you need to be an enhanced human or greater.

So what does all this mean? Well, in practical terms, an average person can move 264 feet (88 yards) in 30 seconds, for a cost of 1 stone. Gambit could move over 4 times that far in the same 30 seconds (or 4 football fields), for the cost of 2 stones. Keep in mind, in real life, an athlete who can run a 4–minute mile is covering 220 yards in under 30 seconds. Currently, there are runners who can do the 100–yard dash in 9 seconds. Of course, they might not be able to keep it up for long, but a Super Hero can.

As you can see, we're talking about comic book distances and speeds, because if you can find anyone who can run 4 football fields in 30 seconds, sign him up for the NY Giants! But those are the ranges for Super Heroes, so those are the ranges we're using. (Maybe not getting too hung up on speed and distance makes sense after all!)

Flight Speed works the same way, except your average human can't fly. But Rogue can fly at 150 mph for a cost of 1 stone, or 750 mph for a cost of 2 stones. That means that, on average, Rogue can fly a little over 6 miles in a single Panel at a cost of 2 stones.

Remember, in comic books, while getting there in the nick of time is important—defining the nick isn't. Trust us. That way lies complexity, and calculators. We know this will make some of you uncomfortable. But Super Hero numbers have always been a bit loose. Here, common sense and correct decisions matter more than fiddling with the math.

Flashback Panel

Once per Mission, you can call for a Flashback Panel. Just yell, "Flashback!" and all play will stop while we go back to a relevant event in your mind. You may be remembering standing over the dead body of your friend the day you dedicated your life to fighting crime. Or a moment during your training, when your mentor showed you a particular trick that would come in handy now. It happens in comic books all the time. Basically, what you're doing is asking the GM to give you a positive Situational Modifier in return for your roleplaying.

To get the +1 stone Situational Modifier added to your Action's stones (or your defensive stones), you must first cite the Flashback. "I think back to the time when my master taught me how to…," or "I blink back tears remembering how my best friend died at the hands of…" The incident you refer to must have some relevance to the situation at hand. (It doesn't actually have to have happened, or even to be written down on your Character Profile Record. The GM just has to buy it.)

And if you're really clever, your Flashback Panel could lead to additional Modifiers. Remembering the day you swore vengeance on Doctor Doom or the day you swore you'd invent a cure for the Legacy Virus might get you some extra juice from the GamesMaster. And remember, the better your story and the better you roleplay, the more likely you'll also earn yourself a Line of Experience.

VEHICLES IN GAME PLAY

To operate a vehicle, you must have a high enough Vehicle Operation Action Number, Intelligence or Agility to overcome the Difficulty of the vehicle. Vehicles also have Resistance Numbers, which represent ongoing effort per Panel to operate the vehicle, or the need for more than one person to help operate the vehicle. (For instance, a Shi'ar Battle Cruiser needs a crew of 200.) You'll find the difficulties of various vehicles listed on the D&R Chart for reference. Even if you can't overcome the entire Resistance, that doesn't necessarily mean you can't operate the vehicle. It just means you can't operate all of the vehicle's systems. ("Captain, I can give ye warp engines but I got nobody manning the phasers!")

Once you know you can operate the vehicle, then add your Vehicle Operation stones and any relevant Modifier stones to the Maneuver Modifier stones. The GM compares those stones to the stones of Resistance. As with any Action, if your stones equal the Resistance, you succeed. If your total is less than the Resistance, you crash the vehicle.

Note that only stones in Vehicle Operation get added to the Maneuver Modifier; if you are using your Intelligence or Agility to operate the vehicle, they don't get added. In other words, your Intelligence and Agility may allow you to overcome the Difficulty of the operation, but they don't add their stones to overcoming the Resistance.

Vehicles have the following specs:

- Description
- Difficulty to Operate
- Resistance to Operate
- Defense Modifier: how much damage the vehicle subtracts from each attack on it
- Vehicle Damage: the amount of damage a vehicle can take before becoming inoperable
- Maneuver Modifier: how maneuverable the vehicle is
- Speed: how fast the vehicle drives or flies
- Weight: how many stones the vehicle weighs, important for collisions and damage
- Weapons: Many vehicles do not have weapons

To avoid being hit or fired upon by a vehicle is the same as avoiding being attacked by Close Combat or Ranged Combat.

Land Vehicle Combat

Just as in real life, getting into a car or a plane can be dangerous. Also as in real life, vehicles can be used as weapons. The faster vehicle usually gets to decide whether it wants to hit, be hit, or escape. Of course, circumstances like traffic and other conditions may also have an effect.

Collisions

This is almost exactly like normal Close Combat between characters. Keep the following in mind:

- Vehicle Operation is treated like Close Combat.
- Speed of Impact and Vehicle Weight are treated as Weapons Modifiers to Close Combat (add free stones).
- Vehicle Maneuver Modifier is treated like a Weapon Modifier (if attacking) or Reflexive Dodge (if defending).

Attack = Speed of Impact + Vehicle Weight + Maneuver Modifier + your Vehicle Operation Action
Defense = Vehicle Defensive Modifier. Also, stones from Maneuver Modifier and your Vehicle Operation Action may be reallocated from your attack to your vehicle's defense.

To determine Speed of Impact:
- Head-on Collision: Add both speeds together.
- Rear-end Collision: Subtract higher speed from lower speed.
- Head-to-side Collision: Use speed of the striking vehicle.
- Sideswipe: Speed of impact = 1

For reference, vehicles travel at a speed of 2-5 and their weight is 4 for a car, 6 for a truck and 9 for a tank. Defensive Modifier is 1 for a car and goes up to 5 for a tank.

Weapons in your vehicle

If the vehicle has built-in weapons, they can be used for Combat. Use the same formula as air-to-air combat (see below).

If you or a passenger have stones of attack to shoot out of your car, then you can attack as well.

Calculate each attack as a separate, normal Ranged Combat attack vs. the target vehicle or passengers (if visible), splitting among targets as desired.

Use the target vehicle's Defensive Modifier as defense for both the vehicle and the passengers within. Passengers also use their own personal defense. As with Ranged Combat, stones from the attack may be reallocated to defense.

Shooting Out Tires: Targeting the tires of a moving vehicle incurs a 2–stone Resistance Situational Modifier. If a tire takes 1 stone of damage, it is punctured. Speed and Maneuver of the other car is reduced by 2 stones per tire shot out (until they reach zero).

Air-to-Air Combat

As in normal character vs. character combat, both sides put stones into attack and/or defense, and either or both combatants may take damage in the same Panel.

Flying Vehicles vs. Flying Vehicles

This is almost exactly like normal Ranged Combat between characters. If you come within weapons range of an enemy vehicle, you can attack it (or vice versa). For combat, keep the following in mind:

- Vehicle Operation is treated like Ranged Combat.
- Vehicle Defense Modifier is treated like Toughness.
- Vehicle Maneuver Modifier is treated like Targeting (if used in attack) or Reflexive Dodge (if used in defense).
- Vehicle Maneuver Modifier is treated like Agility to see who gets to shoot first each Page.

Attack = Vehicle's Weapon Modifier + Maneuver Modifier + your Vehicle Operation Action
Defense = Vehicle Defensive Modifier. In addition, stones from Vehicle Maneuver Modifier and your Vehicle Operation Action may be reallocated from your vehicle's attack into your vehicle's defense.

Hits accumulate against Vehicle Damage. When this is exceeded, the vehicle is shot down. The faster aircraft can escape or force combat just as the faster character can in normal combat.

Character vs. Flying Vehicles

Use the previous formula for attack and defense of vehicle. The character attacks and defends as in normal Ranged Combat.

See Appendix B: Vehicles, P. 125

ARS EXAMPLES:

Non-Combat:
How Would Black Cat Open a Safe?

Let's say Black Cat wanted to open a safe. She has a Thieving Action Number of 5 with an Agility Bonus of 3.

The GM looks at the specs of the Safe. It has a Difficulty of 5 and a Resistance of 12. It's made of hardened steel with a Physical Resistance of 30, and booby-trapped to go off with 10 stones of damage if opened in any other way except through the combination locks (though the GM doesn't volunteer this information unless asked). The GamesMaster decides it's a common safe that anyone with a 5 or better would recognize. So the GM embellishes the story a little and tells Black Cat, "You recognize it. It's a Morelli Type-6 Safe. They're pretty common, and well within your abilities. How much do you want to put into the effort?"

Black Cat replies, "Well, if the safe is so familiar to me, shouldn't I know how much effort?"

The GM replies, "Good point. You figure somewhere between about 10-14 stones should do it."

Black Cat decides that she's not in a hurry, so she'll put 3 stones of effort into it, so as not to outstrip her Regeneration rate. She figures it should take her 4 or 5 Panels to get it open, and tells that to the rest of the players. If she was in a hurry, though, she could put up to 8 stones into the effort in the first Panel, (5 from Thieving and 3 from Agility), and then 4 stones the next Panel (which is all she'd have available after regenerating). That would succeed in opening the safe in two Panels, but leave her pretty tired for a Panel or two.

Combat: The X-Men vs. the Brotherhood of Evil Mutants

Cyclops, Jean Grey and Gambit have seen Mystique, Sabretooth and Blob going into a warehouse late at night. They follow them inside and then split up. Gambit volunteers to take the left side, and Jean and Scott take the right side. Let's follow Gambit first.

Gambit moves down the left corridor of the warehouse, and comes to a large loading dock area. He finds Blob just a few feet away, looking into a cabinet whose door has recently been torn off. They are well within Close Combat range of each other.

PAGE ONE

At the start of this Page, here's the status of every character and what they say they're doing in their Panel:

Gambit: Has 9 stones available in his Energy Reserve. He puts 5 into Close Combat plus 3 free stones from his +3 Quarterstaff, and then shifts 3 stones into defense (plus 1 free stone for his Kevlar). He has 4 stones remaining in his Energy Reserve.

Blob: Has 18 stones available in his Energy Reserve. He puts 12 into Close Combat (1 from his Close Combat Number, 8 from his Strength Bonus, and 3 from his Durability Bonus) and doesn't worry about defense (he gets +4 from his Toughness Defensive Modifier). He has 6 stones remaining in his Energy Reserve.

Actions:

In order of Agility, Gambit goes first, followed by Blob.

1. Gambit attacks Blob (defense 4) with 5 stones of Close Combat.
   Result: 1 stone gets through, and Blob loses 1 white stone.
2. Blob attacks Gambit (defense 4) with 12 stones of Close Combat.
   Result: 8 stones get through. Gambit chooses to be knocked out for 16 Panels, rather than lose all 3 of his white stones and be down to two red stones and on the verge of death.
   Obviously, trading Close Combat blows with Blob wasn't the best idea. So let's see what would have happened if Gambit had done it differently. This time, Gambit will stay out of reach of the much slower Blob.

PAGE ONE

At the start of this Page, here's the status of every character and what they say they're doing in their Panel:

Gambit: Has 9 stones available in his Energy Reserve. He puts 7 stones into Charge Objects (6 from his Action number and 1 from his Agility Bonus) and charges up a +2 Throwing Spike. For a second Action, he takes 2 stones from his Agility and shifts it into defense (plus 1 free for his Kevlar). He has 0 stones left in his Energy Reserve.

Blob: Has 18 stones in his Energy Reserve. He puts 12 into Close Combat (1 from his Close Combat Number, 8 from his Strength Bonus, and 3 from his Durability Bonus) and doesn't worry about defense (he gets +4 from his Toughness Defensive Modifier). He has 6 stones in his Energy Reserve.

Actions:

In order of Agility, Gambit goes first, followed by Blob.

1. Gambit attacks Blob (defense 4) with 9 stones of Charged Object, and uses his Agility/defense to stay away from Blob.
   Result: 5 stones @ 2x Damage get through, and Blob loses 4 white stones.
2. Blob attacks Gambit (defense 3) with 12 stones of Close Combat.
   Result: At an Agility of 1 and a Speed of 1, Blob can't get close enough to the quicker, more agile Gambit to hit him.

PAGE TWO

At the start of this Page, here's the status of every character and what they say they're doing in their Panel:

Gambit: Regenerates 3 stones to bring his Energy Reserve up to 3 stones. He puts 1 stone into his Agility and shifts it into defense (plus 1 free for his Kevlar). He has 2 stones remaining in his Energy Reserve.

Blob: Now down to just 2 white stones, Blob only regenerates 2 stones, bringing his Energy Reserve up to 8 stones. He uses 2 stones of Strength to pick up and throw a chair (+1 stone Weapon Modifier) and doesn't worry about defense (he gets +4 from his Toughness Defensive Modifier). He has 6 stones remaining in his Energy Reserve.

Actions:

In order of Agility, Gambit goes first, followed by Blob.

1. Gambit stays away from Blob and ducks behind a dumpster on the loading dock.
   Result: Gambit successfully ducks behind the dumpster before Blob can throw the chair because he goes first.
2. Blob throws the chair at Gambit (defense 2 + 2 stones of Situational Modifier for the defensive value of the dumpster) for 3 stones of Ranged Combat.
   Result: It doesn't matter what Gambit's defense is, because since he's hiding behind the dumpster when Blob throws the chair, the chair will hit the dumpster. The dumpster doesn't really notice the chair that hits it.

PAGE THREE

At the start of this Page, here's the status of every character and what they say they're doing in their Panel:

Gambit: Regenerates 3 stones to bring his Energy Reserve up to 5 stones. He puts 5 stones into Charge Objects (and charges up a +2 Throwing Spike). He leaves his defense at +1 free for his Kevlar. He has 0 stones remaining in his Energy Reserve.

Blob: Regenerates 2 stones, bringing his Energy Reserve up to 8 stones. He uses 6 stones of Strength to pick up and throw another chair (+1 stone Weapon Modifier), and puts 1 stone into Close Combat, shifted into defense (in addition to the +4 from his Toughness Defensive Modifier). He has 1 stone remaining in his Energy Reserve.

Actions:

In order of Agility, Gambit goes first, followed by Blob.

1. Gambit attacks Blob (defense 5) with 7 stones of Charged Object.
   Result: 2 stones @ 2x Damage get through, and Blob loses his last 2 white stones, reducing him to two red stones of health and knocking him out.
2. Blob would have thrown the chair at Gambit (defense 2) for 7 stones, but before he can do it Gambit's charged spike explodes, knocking him out.

Now let's see how Jean Grey and Cyclops are doing on the opposite side of the warehouse. As they come around a big stack of boxes they see Sabretooth and Mystique about 20 feet away, out of Close Combat range.

PAGE ONE

At the start of this Page, here's the status of every character and what they say they're doing in their Panel:

Jean Grey:	Has 9 stones available in her Energy Reserve. She puts 8 stones into Telepathy (7 stones come from her Action Number and 1 stone comes from her Intelligence Bonus), and then shifts 4 of them into defense, in addition to her +1 Defensive Modifier for her Kevlar. She has 1 stone remaining in her Energy Reserve.
Cyclops:	Has 9 stones available in his Energy Reserve. He puts 9 stones in Optic Blast. He leaves his defense at +1 for his Kevlar. His Energy Reserve is empty.
Sabretooth:	Has 15 stones available in his Energy Reserve. He puts 11 into Close Combat (7 stones come from his Close Combat Number, and 4 come from his Agility Bonus) plus 2 free stones for his claws, and then shifts 3 into defense (plus 1 free for Reflexive Dodge). He has 4 stones in his Energy Reserve.
Mystique:	Has 9 stones available in her Energy Reserve. She puts 5 stones into Ranged Combat (+4 for her gun), then shifts 3 stones into defense. She has 4 stones remaining in her Energy Reserve.

Actions:

In order of Agility, Sabretooth would go first, then Jean, then Cyclops and Mystique simultaneously. But because Sabretooth is out of range, his Close Combat attack would happen last.

1. Jean Grey directs 4 stones of Telepathy at Sabretooth.
   Result: She overcomes Sabretooth (Intelligence 3), successfully seizing control of his mind.
2. Cyclops blasts Sabretooth (defense 4) with 9 stones of his Optic Blast.
   Result: 5 stones @ 2x Damage get through to do 10 stones of damage. Sabretooth loses 4 white stones.
3. Mystique shoots Jean Grey (defense 5) with 6 stones.
   Result: 1 red stone gets through @ 2x Damage and Jean Grey loses 1 white stone.
4. Sabretooth's Attack never gets through because Jean Grey stops him cold with her Telepathy before he can reach either her or Cyclops.

Following this exchange, Mystique turns tail and runs, leaving behind a telepathically controlled and heavily wounded Sabretooth.

But what would have happened if the attack had been at close range? For instance, if Jean and Scott were making their way around a big stack of boxes and saw Mystique and Sabretooth standing just a few feet away.

PAGE ONE

At the start of this Page, here's the status of every character and what they say they're doing in their Panel:

Jean Grey:	Has 9 stones available in her Energy Reserve. She puts 9 stones into Telepathy (2 stones come from her Ability Bonus, and 7 come from her Telepathy Action Number), and then shifts 4 of them into defense, in addition to her +1 Defensive Modifier for her Kevlar. She has 0 stones remaining in her Energy Reserve.
Cyclops:	Has 9 stones available in his Energy Reserve. He puts 9 stones in Optic Blast, then shifts 1 stone into defense (+1 free for his Kevlar). His Energy Reserve is empty.
Sabretooth:	Has 15 stones available in his Energy Reserve. He puts 11 into Close Combat (7 stones come from his Close Combat Number, and 4 come from his Agility Bonus) plus 2 free stones for his claws, and leaves his defense at +1 free for Reflexive Dodge. He has 4 stones remaining in his Energy Reserve.
Mystique:	Has 9 stones available in her Energy Reserve. She puts 5 stones into Ranged Combat (+4 for her gun), then shifts 4 stones into defense. She has 4 stones remaining in her Energy Reserve.

Actions:

In order of Agility, Sabretooth would go first, then Jean, then Cyclops and Mystique simultaneously.

1. Sabretooth instantly lunges at Cyclops (defense 2) with 12 stones.
   Result: 10 red stones get through. Rather than lose all of his white stones, Cyclops chooses to be knocked out for 20 Panels.
2. Jean Grey directs 5 stones of Telepathy at Sabretooth.
   Result: She overcomes Sabretooth (Intelligence 3), successfully seizing control of his mind, but not before he takes out Cyclops.
3. Cyclops is knocked cold, out of the fight before he can shoot Sabretooth with his Optic Blast.
4. Mystique shoots Jean Grey (defense 5) with 5 stones. Because the range is shorter than normal, the GamesMaster adds a 1 stone Situational Modifier from the General Pool.
   Result: 1 red stone gets through @ 2x Damage and Jean Grey loses 1 white stone.

PAGE TWO

At the start of this Page, here's the status of every character and what they say they're doing in their Panel:

Sabretooth:	After regenerating 6 stones, Sabretooth has 10 stones available in his Energy Reserve. But he's under Jean Grey's Telepathic control, which keeps him out of the fight.
Jean Grey:	Because Jean's energy is Intelligence based, she regenerates 5 stones, bringing her Energy Reserve

up to 5 stones. (Her white stones remain at 1.) She puts 5 stones into Telepathy, and sticks with her +1 Defensive Modifier from her Kevlar. She has 0 stones remaining in her Energy Reserve.

Cyclops: Cyclops has 9 stones available in his Energy Reserve. But he's still knocked out.

Mystique: Mystique regenerates 3 stones, bringing her Energy Reserve up to 7. She puts 5 stones into Ranged Combat (+4 for her gun), then shifts 4 stones into defense. She has 2 stones remaining in her Energy Reserve.

Actions:

In order of Agility, Jean goes first, then Mystique.

1. Jean Grey directs 1 stone of Telepathy to maintaining her control over Sabretooth and directs the remaining 4 stones at Mystique (Intelligence 3).

   Result: Jean successfully takes control of Mystique while maintaining control over Sabretooth.
2. Mystique would have shot Jean (defense 1)—and with 5 stones getting through @ 2x Damage, she could have killed her!—but she was already under Jean's telepathic control.

Next Panel, Jean could regenerate more than enough stones to keep both Sabretooth and Mystique under control, and would continue to do so until she was back up to full power. Eventually, Scott would regain consciousness, or Gambit might join her, and together they could restrain their opponents until they decided what to do with them and the (still knocked-out) Blob.

How You Learn and Gain Experience: *The Add-A-Line System™*

When you have come to the end of every Mission or Issue, your GamesMaster will award each player between 1 and 5 Lines of Experience. These Lines are bestowed on your character for accomplishing your Mission Objectives, for playing the game well and for the quality of your roleplaying, all at the discretion of the GM. Think of them as "lines of the story" you just played out. You record your Lines on the Character Profile Record side of your Character Action Display. Depending upon how frequently you play, you should have enough room for at least a year's worth of play on your CAD.

When you have 10 Lines of Experience in any Action, you can increase the Action Number for that Action by 1. You may also change the name of an Action when you upgrade it, or add a new rule/Specialty to it that reflects the renamed Action. If you come up with a Line that doesn't fit into an existing Action, you can create a new Action or Specialty with that name on it. Each character may have up to 9 Actions.

All Lines of Experience consist of two parts. First, the description of what you did, and second, assigning the Line to a specific Action, or Specialty within an Action. The more accurate the description of what you did, the more useful it might be. For instance, let's say you fought Mystique underwater using your Close Combat. When you write down your Line it could say, "Fought Mystique, Close Combat," and that would be okay. But it might not be as useful in the future as, "Fought Mystique underwater, Close Combat." It's still the same Line, right? But someday in the future, when you're again fighting underwater, and the nasty old GamesMaster is trying to reduce your effectiveness (because the Issue's instructions say, "-1 stone to all Close Combats underwater without experience"), you can say to the GamesMaster, "Hey, I've fought underwater before," point to it on your character sheet and avoid the 1–stone penalty.

Let's say you go on a Mission. You have one fight with the Brotherhood of Evil Mutants using your Close Combat, another where you use your Ranged Combat; you also steal a plane and fly away, you reason with an anti-mutant mob at the airport and you escape from that mob and hide. After the Mission the GamesMaster says you have earned 3 Lines of Experience.

Here are some of the Lines you could write on your character sheet, and some different ways you could write them:

Line 1: Flew a plane, Vehicle Operation.
Line 2: Fought Brotherhood of Evil Mutants, Close Combat.
Line 3: Escaped from a mob and hid, Black Ops (or Spying, or Ninja, etc.).
Line 4: Reasoned with an anti-mutant mob, Social Skills.

But wait: We just showed you 4 Lines of things you did, even though the GamesMaster only gave you 3 Lines. That's unfair, isn't it? Shouldn't you receive a Line for each new accomplishment?

Actually, no, you shouldn't. The limit on the number of Lines you can earn per Mission or Issue is actually based on the experience each Marvel Super Hero has achieved over the years in the comics, translated into this game system. It will allow your character to learn new things and increase your power in a reasonable fashion. (This limit also happens to be a critical game-balancing mechanic, one that prevents characters from getting too strong too quickly.)

Even though you can take only 3 Lines of Experience for that mission, there are few limits on what those lines can be. That's up to you, with a little bit of input from the GamesMaster. For instance, the GM would probably object to you taking the "Flew a plane" Line under the category of "Flew a plane, Interdimensional Teleportation."

Here's another example: Your character wants to develop computer skills. You announce to the GM that you are practicing with the laptop and studying computers on your down time during the Mission. After the Mission is over, you could add a Line stating, "Studied my computer, Technology." The idea is that players have control (within limits) of how they advance in power. The "Add-A-Line" system is designed to empower players, not restrict them.

Telling Your Story Through Lines of Experience

Many roleplayers like to keep a record of what their character has done. Some players even create elaborate journals to record everything they do, filling notebooks with characters that they've played for decades or longer. In Marvel, your Character Profile Record will function as a mini-journal. It won't tell you everything, but it will tell you anything that mattered for your character development, and for most players, that's enough. Since each CPR has enough room for about a year's worth of Lines, stapling each year's CAD/CPR together will provide you with a journal that expands and lasts the whole life of your character.

THE MARVEL UNIVERSE BRIEFINGS

The following briefings are designed to give you a very basic overview of a very complex place. The Marvel Universe is over 40 years in the making, fueled by the imaginations of thousands of writers, artists and editors. To attempt to give you a full background on the Marvel Universe would take more pages than there are in this entire guide. Future supplements will get into many of these subjects in greater detail, as they pertain to the characters and groups in those supplements.

But for now, all we can say is jump in feet first and kick your legs really hard. Remember, there are plenty of places you can go to find out more about the Marvel Universe. First and foremost, there are the comic books themselves. Then there are all those great tradepaperback compilations. Finally, there's Marvel.com, as well as dozens of great fan sites out there on the Internet.

NEW YORK CITY AND SURROUNDINGS

The Marvel Universe revolves around New York City. It's a big, bustling city filled with power and money, so naturally it attracts more than its share of Super Heroes and Super Villains. Most of Marvel's Super Heroes spend their time in New York either living their secret identities or actively looking for and fighting evildoers.

Some characters have even appointed themselves guardians of a specific neighborhood, like Daredevil in Hell's Kitchen. Spider-Man grew up in Queens, but fights crime all over the city. Doctor Strange's Sanctum Sanctorum is in Greenwich Village. The Avengers Mansion is on the fashionable Upper East Side of Manhattan, not all that far from the Fantastic Four's home in Four Freedoms Plaza, next to the United Nations. The Punisher hunts all over the five boroughs. The X-Men's base of operations is the Xavier Institute and mansion in Westchester, about 20 miles north of New York. The Morlocks live in the sewers and tunnels below the city. And of course, the Marvel editorial offices are located in NYC.

Because New York is so big and has so many people and buildings, it offers plenty of abandoned buildings to use for criminal hideouts and secret laboratories, sewer systems and subway tunnels for things that hide in the deep and the dark and soaring canyons of steel to use as the settings for your various Adventures.

New York is the center of commerce and finance for the entire world, as it is in real life. Marvel's New York includes the main offices of Stark Industries and Osborn Industries among its larger companies. Its proximity to three major airports has made it a center of international transportation, and helicopters come and go from the various heliports and rooftops around the city.

The United Nations is in New York, meaning that the heads of nations both friendly and unfriendly visit often, including Doctor Doom, the monarch of Latveria. With all this international activity and intrigue, it's not unusual for the S.H.I.E.L.D. heli-carrier to be seen flying overhead.

New York is also the social center of the world, which means celebrities, jet-setters and the world's most influential people spend plenty of time attending its theaters and events, eating in its restaurants and partying in its clubs. All of this business, politics and society attracts crime. New York is a hotbed of organized crime, with many different groups trying to muscle in on the Maggia or depose the Kingpin, who runs the entire East Coast crime syndicate. There are plenty of other gangs and criminal organizations waiting in the wings or moving in from other places.

THE PLANET EARTH

Although they are primarily New Yorkers, the X-Men, the Avengers and the Fantastic Four often have adventures in other places around the world—and beyond.

Many significant locales in the Marvel Universe correspond to places in our reality. Marvel Super Heroes have fought behind the Iron Curtain against the Soviets during the Cold War. They've tried to keep the peace in the Middle East, fought warring factions in the former Yugoslavia and fought terrorist organizations around the world. Sometimes, though, the countries don't always have the same names as they do on the maps we study in school.

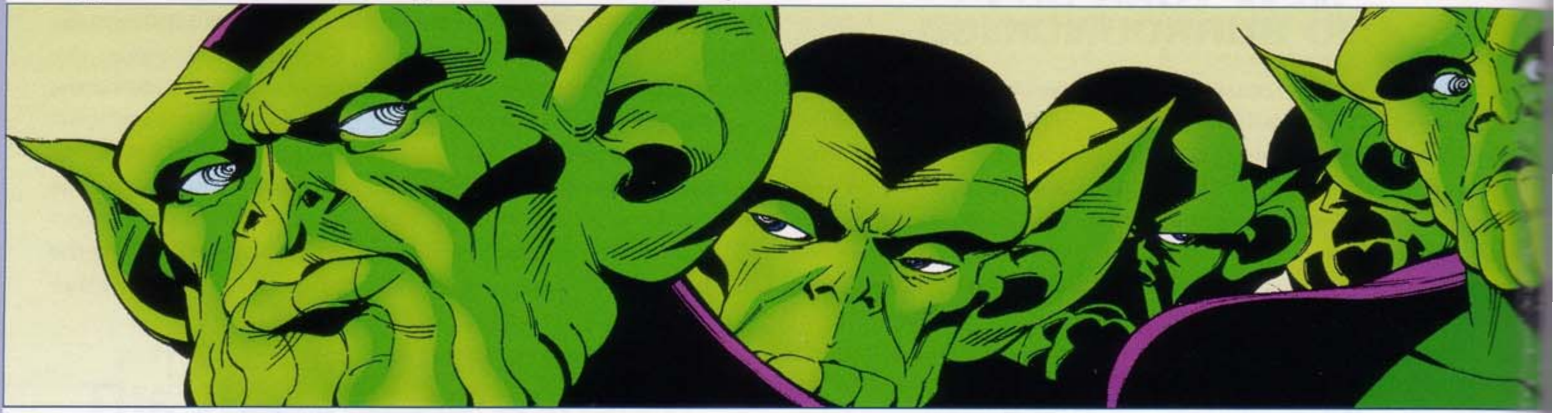
There are also many places on Earth that only exist in the Marvel Universe. You can tap these exotic locations as settings for your Adventures. They include:

- Atlantis: The undersea kingdom where Prince Namor, the Sub-Mariner, watches over his subjects. Atlantis and other

undersea powers are often at war with each other, and sometimes with the countries on the surface.

- Latveria: The Eastern European country Doctor Doom rules with his iron fist.
- Genosha: A country that has at various times either enslaved or been run by mutants.
- Subterranea: The underground world where the Moleman presides over his many subjects.
- The Savage Land: The hidden jungle land on Antarctica where dinosaurs still walk the earth and dozens of primitive tribes still live.
- Wakanda: The African country ruled by T'Challa, the Black Panther. One of the wealthiest nations, it is the sole source of Wakandan Vibranium, a rare and expensive material.
- Krakoa: A malevolent "living" island made up of a single entity that survives by draining the life energies of mutants.

In other words, the Marvel Universe is filled with great places outside of New York to set your Adventures. Future supplements will include many of these locations, but you don't need to wait. Just pick up a Marvel comic set in any of these exotic locales. Or feel free to make up new settings yourself. The writers at Marvel do, so why can't you?



THE UNIVERSE

Residents of the Marvel Universe know of quite a few alien races and worlds, though only a few people are aware of even a fraction of the extraterrestrial and other-worldly threats that Super Heroes have repelled over the years. Virtually every Marvel Super Hero has had at least one extraterrestrial encounter. Among the most important of the alien races that tend to show up are the following:

- Shi'ar: Professor X was the official consort of the Shi'ar Empress for a time, and the X-Men still have access to lots of cool technology from them.
- Kree: A race of beings who have been at war with the Skrulls seemingly forever. Captain Marvel comes from the Kree.
- Skrulls: A race of beings who have been at war with the Kree seemingly forever. Skrulls can shape shift, and some have super powers, which make them formidable enemies.
- Watchers: An ancient race of super beings who have pledged not to interfere with the affairs of lesser races, but simply to observe their actions and development. The Watcher assigned to Earth has broken this promise often, most significantly in order to aid the Fantastic Four when they defended the earth from Galactus, the devourer of worlds.
- Inhumans: An advanced offshoot of the human race, the Inhumans live in their city, Attilan, located in the "Blue Area" of Earth's moon.

In addition to these major aliens, there are many others, including: the Lumina, the Arcturans, the Celestials, the Brood, the Aakon, the Beyonders and the Cotati. Two of Spider-Man's worst enemies, Venom, and his psychotic offspring, Carnage, are alien symbiotes from another dimension.

You can use any of these aliens, and as many others as you want to invent, when creating your Adventures. If you are playing, say, a Silver Surfer cosmic campaign, these races will probably play a more significant role than if you're focusing on Daredevil. Future supplements will give you many more details about these races.

Human experience of space is much more extensive in the Marvel Universe than in the real world. Super Heroes frequently end up in space, often in the pursuit of Super Villains. Bases of operation situated on space stations, satellites and even on asteroids (like Magneto's former secret base, Avalon, on Asteroid M) are common. We've also met colorful groups like the Starjammers, who are intergalactic pirates.

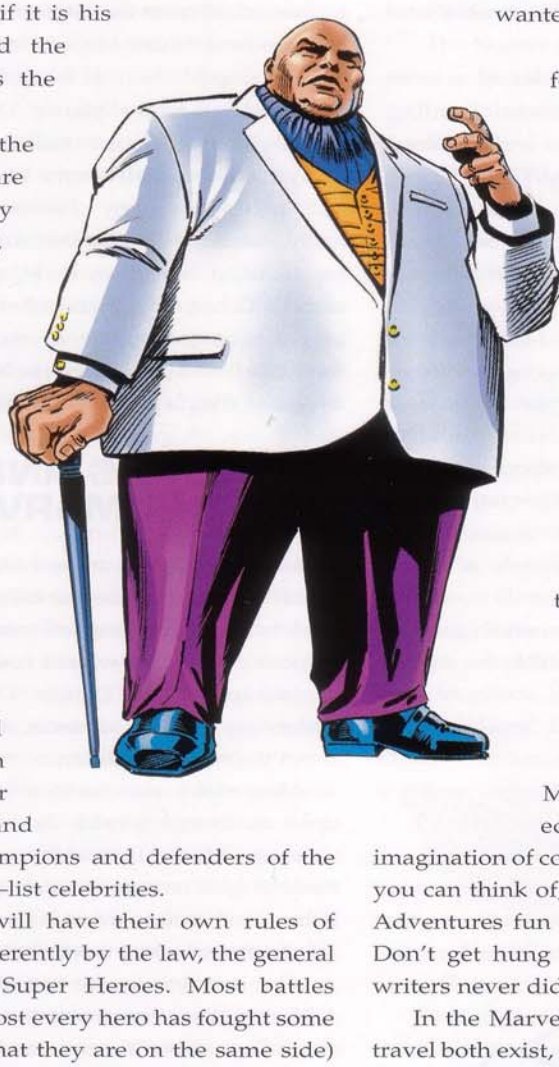
There are also many, many different dimensions and planes of existence, some or which are fully populated. Each of these places has its own gods, Demons and other powerful beings. Some of these realities operate under physical laws similar to our own, but others bear no resemblance to the reality we know. There are alternate-dimension Earths, as well as the anti-matter universe known as the Negative Zone, which Reed Richards discovered.

Speaking of gods, Thor and the other Norse gods live in Asgard, where Thor's father Odin ruled until his recent demise. Thor has taken a pledge to help the inhabitants of Midgard (that's us here on Earth). The Greek gods, including Hercules, live on Olympus. These supernatural worlds can be reached only through magic, but they do exist, and can be a factor in your scenarios, if you want. Both Thor and Hercules have been Avengers.

GOOD AND EVIL IN THE MARVEL UNIVERSE

In the Marvel Universe, good and evil exist, but figuring out which one is which can be confusing, and staying on this or that side of the law can often prove easier than knowing right from wrong.

Many Super Heroes are criminals as far as society is concerned. Ask *The Daily Bugle* and they'll tell you Daredevil and Spider-Man are just as bad as the Punisher. But they actually couldn't be more different. Spider-Man tries really hard to do what he thinks is right. Daredevil is obsessed with justice, even if it is his own particular version. And the Punisher? The Punisher kills the guilty, plain and simple.



The X-Men and the Brotherhood of Evil Mutants are both considered criminals by non-mutant society. Ironically, even though the X-Men are sworn to protect the humans that hate and fear them, the government has actually hired some members of the Brotherhood of Evil Mutants to hunt them down. Seen from their own points of view, however, both the Brotherhood and the X-Men each believe they are fighting for their people: mutants. They're just following different paths.

Some Super Heroes have all the luck. The Avengers often work for the U.S. Government or the United Nations and are publicly recognized as champions and defenders of the world. The Fantastic Four are A–list celebrities.

Each individual or team will have their own rules of moralit, and may be treated differently by the law, the general public and, especially, other Super Heroes. Most battles between Super Heroes (and almost every hero has fought some other hero before both realize that they are on the same side) result from differing views of what the right course of action is. Players in the Marvel Universe may confront similar conflicts of ideology, which can have an impact on the accomplishment of their goals.

There are a few really large and predictably evil groups for players to fight. Hydra and A.I.M. are two international terrorist organizations, often operating with the backing of rich and powerful benefactors behind the scenes. The Hand is a criminal cartel of mystical ninjas that work for hire and also pursue mysterious agendas of their own. Closer to home, organized crime on the east coast is divided up between the Kingpin's organization and the Maggia. Facing them are groups like S.H.I.E.L.D., a quasi-governmental spy agency whose motives can sometimes be as questionable—or even as ruthless and immoral—as those they oppose. Captain America, on the other hand, always protects America, and in the most upright and moral fashion.

Heroes may become, or be perceived as becoming, villains for a time, and vice versa. Rogue started out as a villain but become a force for good as a member of the X-Men. And Magneto has been both the mortal enemy of the X-Men and their leader.

Marvel stories always hold out the hope of redemption for their characters. You can be redeemed for your previous sins. You can be forgiven if you make amends. There are groups, like the Masters of Evil, who once were bad but tried to redeem themselves as the Thunderbolts, led by Hawkeye, who himself has been both a good-guy Avenger and a wanted criminal.

Elektra is an assassin-for-hire, but her love for Daredevil and her own sense of honor make her a hero to many. This is because, in the end, she follows her own morality. Like the Punisher, if someone thinks he's doing what's right, even though the law might disagree, then he may still be a hero. It is often the relationship between a character and his own morality that determines whether he is a hero or a villain.

This is what drives Spidey to keep at it in spite of all the hardships he has had to endure. Because, according to his sense of morality, with great power there must also come great responsibility. You can't hide from your responsibility and still be a hero in the Marvel Universe.

THE SCIENCE OF THE MARVEL UNIVERSE

Marvel writers have always blended the cutting edge of science and medicine with the imagination of comic books. This means that basically anything you can think of, any technology that you need to make your Adventures fun and exciting, you should feel free to invent. Don't get hung up on whether it exists or not; the Marvel writers never did. If you need it, put it into your campaign.

In the Marvel Universe, time travel and interdimensional travel both exist, and there are scientific methods to accomplish them. You can create drugs or technology that can do anything at all. Of course, some of these scientific advances can pose extreme danger to civilians and heroes alike, but that's okay. As long as there is a possible way for the heroes to save the day, let your creativity go wild. If you can think of a need for anything, you can fudge the "scientific" reason behind it. (And if that seems unreasonable, you can always blame Magic, gods or the supernatural.)

There are super powers that arrive through normal genetic mutation, while others are created through experimentation and accidents that arose during those experiments. And radiation in all its forms—X-ray, cosmic, gamma, nuclear—has often resulted in mutants and other super-powered beings. Whether it's a radioactive spider biting Spider-Man or a radioactive isotope causing both Daredevil's blindness and his enhanced senses, the results of radiation exposure are unpredictable, so you can use radiation however you want to enhance your story.

Different races and cultures have their own science and technology. Some have developed incredible weapons, while others have focused on ways to heal their people. Alien races have used advanced technology against us, forcing us to find a way to defeat it and fueling our own scientific advances.

Most of these advances are kept secret from the general scientific community. Reed Richards (Mr. Fantastic), the most brilliant scientist on Earth, has become the primary keeper of advanced technology that no one knows what to do with (mostly because he's about the only person in the world who has any chance of figuring out how it works).

Of course, many incredible advances in Marvel science have also come from super-intelligent humans. Leading scientists and inventors in the Marvel Universe include Reed Richards, Tony Stark (Iron Man), Bruce Banner (The Hulk), Doctor Doom, Doctor Octopus and Henry Pym (Yellowjacket). Even Peter Parker has been known to figure out some complicated equations in his day, not to mention inventing his amazing Web Shooters and webbing.

Tony Stark and many others have come up with powerful and useful technology, but some of it has gone awry. Bruce Banner got caught in his own gamma ray experiment and was turned into the Hulk. Reed Richards and his companions took off in his own space ship without sufficient cosmic ray shielding and became the Fantastic Four. The android superhero, the Vision, was created with Henry Pym's technology—not by Pym—but by one of Pym's greatest creations, the evil robot, Ultron.

Although some discoveries are used for the selfish gains of one group or individual, others are made available for a good cause. The X-Men, for example, use a lot of the Shi'ar technology they have received. Many of Iron Man's and the Black Panther's inventions have ended up in the service of the Avengers. And many Super Heroes wear costumes made from unstable molecules, invented by Reed Richards.

There are two important substances that exist only in the Marvel Universe: Adamantium and Vibranium. Adamantium is the strongest metal in the world, a virtually indestructible man-made steel alloy. Vibranium comes in two forms: Wakandan Vibranium absorbs vibratory energy, making it useful for weapons, armor, aircraft, etc.; Antarctic Vibranium has properties that weaken other metals. There is very Adamantium or Vibranium available, and both are very, very expensive. In other words, you can build a pretty good story around acquiring some. Members of the Weapon X projects, like Wolverine and Sabretooth, have indestructible Adamantium-laced skeletons.

When it comes to medical science in the Marvel Universe, you can be cured of almost anything, but not everything. Many mutants died from the Legacy Virus before Beast found a cure. And the best medical minds in the world couldn't prevent the original Captain Marvel from dying of cancer.

But death in the Marvel Universe, though it does occur, doesn't have to be permanent. There are characters that have really died and really come back from the dead, like Elektra, and there were many characters we thought were dead but really weren't—like Captain America (in suspended animation for decades), Jean Grey (held in stasis by the Phoenix entity), and the Green Goblin (impaled by his own Goblin Glider, but he got better). In other words, in the Marvel Universe, and therefore the Marvel Universe Roleplaying Game, death is only as real as the players and GamesMaster want it to be.

POLITICS AND THE PRESS IN THE MARVEL UNIVERSE

Tabloid newspapers are a traditional staple of New York life, and *The Daily Bugle* is Marvel's example of how it's done. The *Bugle* is always looking for some way to pin the latest problem on poor old Spidey, who of course works there in his alter-ego photographer Peter Parker. *The Daily Bugle* and other press outlets are excellent sources for information, leads and clues about the current Mission.

Most news personalities in the Marvel Universe are the same as in our world, like Connie Chung or Larry King, although Marvel has some personalities of their own—*The Daily Bugle's* editor-in-chief, J. Jonah Jameson and Robbie Robertson come to mind, as well as cable news reporter Trish Tilby, who once had a relationship with Beast.

The world is aware of Super Heroes and they are news. A few reporters even work the Super Hero beat, like Ben Urich of the *Bugle*. But the news doesn't always get the story straight, and they are often given half-truths to avoid panicking the populace. The press has its own agenda, whether it's profit or personal advancement, so it rarely does the right thing.

Reporters and people with video cameras can be a nuisance to Super Heroes. Investigative journalists have often tried to make a name for themselves by trying to discover the true identity of one of our heroes, and they can do the same to player characters, too. An investigative reporter can follow players around to write about their exploits in an effort to keep

the players on their moral and legal toes. This can be a real thorn in the side of a group of heroes. There the players are, minding their own business, trying to fight some evil, and this nosy civilian tries to catch them in a compromising situation.

Many New York–based Super Heroes have champions and individual contacts in the police and the government, as well as in the press. When adventuring in your world, keep this in mind. Local people are easy to make up. Local politics often interfaces with crime, especially organized crime and corporate crime. The Green Goblin, Justin Hammer (who has been the head of AIM) and the Kingpin all have extensive connections with local politicians and bureaucrats.

All levels of government—local, national and international—can impact on play. Government officials are often among the sleaziest characters in the Marvel Universe. They are frequently planning or moving against the Hulk, Spider-Man, the X-Men, etc. There is always some bill being proposed to curb the activities of Super Heroes, which would probably become law if it weren't necessary to ask Super Heroes for help in fighting even more dangerous forces from time to time.

Sometimes it's a matter of control. The government publicly states their support for the Avengers. But because Spider-Man stays independent, and thus is harder to monitor, he is often branded a Super Villain. The government can be the bad guys, even though there are some good people in the bureaucracy and police. Anyone from the Punisher and Elektra to Spider-Man and the Hulk can find themselves protecting regular people from uncaring government forces.

Mutants are a major concern for national and international governments. Anti-mutant laws and secret programs to keep mutants in line have reared their ugly heads from time to time. Peter Gyrich is usually running some program that messes with mutants, and the Sentinels keep coming back with funding from some government agency or other. Senator Kelly is often involved, when he's not busy sponsoring anti-mutant legislation. But most countries have also used mutants in their covert operations. Many countries have their own mutant force, like Alpha Flight in Canada. Even the Soviet Union had one, of which Omega Red is a homicidally violent reminder. Members of both the X-Men and the Brotherhood have ended up working for the U.S. government in the past.

International politics is very important in dealings with the countries of Genosha, Atlantis and Latveria, especially when villains use their political status as cover for their evil plans. Often the United Nations gets involved, and then S.H.I.E.L.D. is sent in to deal with super-powerful beings. Sometimes, this involvement results in the outrageous destruction of human lives. Cold War and real world politics are represented, sometimes by using a real country, other times by making up a new county as a stand-in. During the Cold War, Wolverine and Sabretooth were fellow operatives for the CIA; Natasha Romanov, the Black Widow, is a former Soviet spy.

The beauty of Marvel is that it takes place in our Universe, more or less, so you can take any scenario from our real world, and just plug in the Super Heroes you want to use.

SOCIETY, FAMILY AND FRIENDS

The social lives of Marvel characters are just like those in the real world. Some are complicated, and some are private. Some characters are socially connected and rich, like Tony Stark (Iron Man) or Janet Van Dyne (the Wasp), while others have to work for a living in addition to saving the world, like Peter Parker.

Some characters are rich. Reed Richards' inventions have made him very rich, though he always needs more money to finance his experiments. Others, like the Punisher, figure out ways to get what they need. In our system, it's easy for your character to have whatever money she needs, unless the GM makes it clear that the scenario requires money to be an important element of the Adventure.

Many heroes would not be who they are if not for their civilian jobs. What would Daredevil be if he ever stopped being Matt Murdock, the blind lawyer and champion of the poor and downtrodden? Other people are defined by their jobs, like Elektra (Assassin) and Nick Fury (former Agent of S.H.I.E.L.D. and now its leader). Or Captain America, for that matter.

Captain America is now a member of the Avengers and, like most heroes with a membership in a team, has his expenses paid for. Team members even get medical insurance, and you can guess how much that would cost if your occupation were "Super Hero!" (Few people remember that Captain America, Steve Rogers, once worked for his living as an Art Director!)

Even Super Heroes have to live somewhere, and their lodging often becomes a part of their character. Doctor Strange's Sanctum Sanctorum and the Avengers' mansion are places that we have come to know intimately, as well as Peter Parker's series of apartments and his Aunt May's house in Queens.

Family can be very significant in a character's story, either as a motivating force, as with Spidey and the Punisher, or as important companions in their current lives, as with the Fantastic Four. Some heroes have sidekicks who can be very important characters, but not every hero needs one.

Many super-powerful beings are related to other super-powerful beings, and quite a few heroes and villains have spent some dangerous adventures searching for, or fending off, every kind of relation. Long-lost twins, unknown offspring, and even clones can pop up to add complications to any super hero's life. Sometimes, the son of an old villain becomes a new villain (like the Green Goblin's son becoming Green Goblin II), or a new hero (Quicksilver and Scarlet Witch, who are Magneto's children, started off bad and now are good).

We know very little about the lives of some characters, while we know everything about others. We know everyone Peter Parker has ever dated, his co-workers, friends and of course his Aunt May. But we know next to nothing about Elektra. It depends on the character, just like it will with the ones you'll play and create. Players will act out as much of their personal life as they want. It's up to them to decide if they want *to get into that aspect of their characters' lives.*

MAGIC IN THE MARVEL UNIVERSE

In the Marvel Universe, Magic is real. There are magical characters and villains, and they are generally very powerful, but they tend to interact mainly with other magical characters. Doctor Strange is the Sorcerer Supreme and tends to monitor the world for any major magical activity, so he sometimes helps out the rest of the heroes. If the players ever find themselves in over their heads when dealing with the occult, consider having Doctor Strange pop in and lend a hand. Don't think of it as cheating; Marvel has done this more times than we can count.

If it helps you to understand how Magic works, think of it as just another flavor of radioactivity. There are different schools (or branches) of Magic, from Sorcery (most often practiced by Doctor Strange) to Summoning to Witchcraft (enchantingly performed by Agatha Harkness) to Druidic Magic (best exemplified by Anthony Druid). Doctor Strange's oldest enemy is Baron Mordo, a dark sorcerer.

Magic comes from three major sources:

- Personal powers of the soul, mind or body.
- Powers gained by tapping this universe's ambient magical energy and employing it for specific effects.
- Powers gained through the tapping of extra-dimensional energy by invoking or summoning entities or objects of power dwelling in mystical dimensions.

One of the most commonly called-upon beings invoked by those spells is the Dread Dormammu, the ruler of his magical dimension and a major foe of Doctor Strange.

Any and all of these kinds of Magic can come into play in any situation if you think if will make the game more interesting. Be careful how you employ Magic, though, and use it consistently with the Magic Action rules we've provided. Unless a player has some magical ability, he may quickly be out of his depth against a magical foe, which would make for a very unsatisfying game.

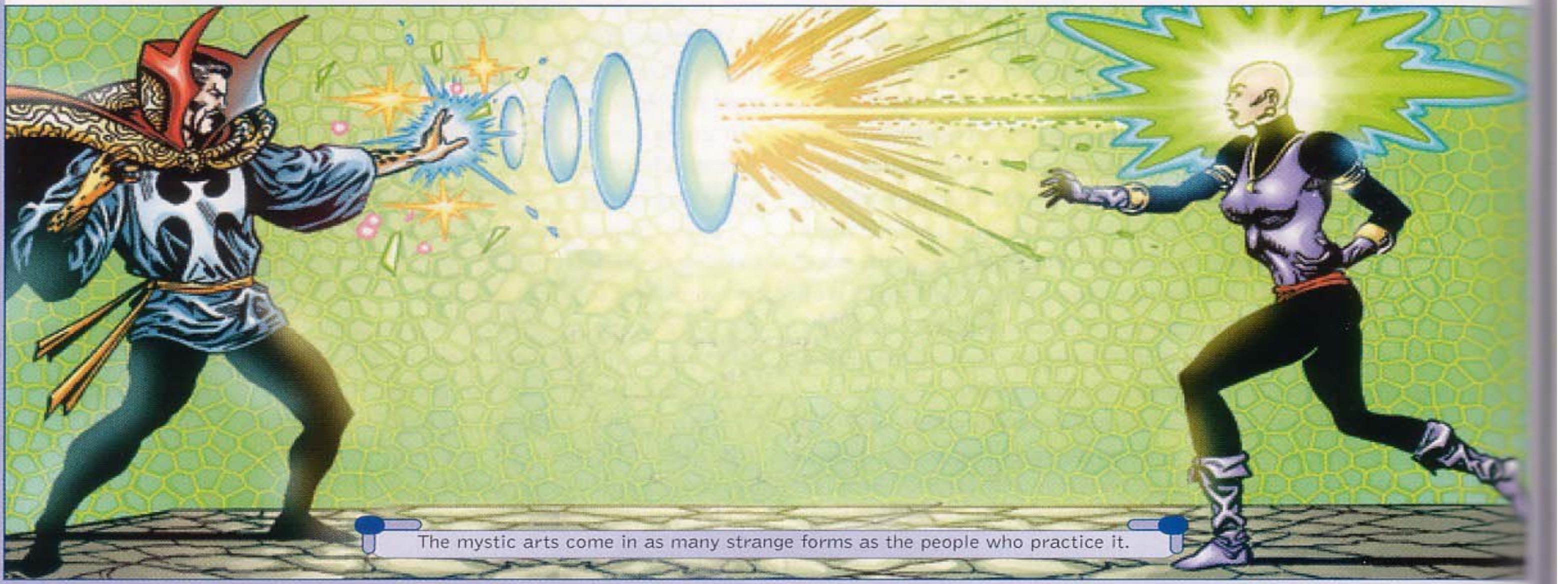
There is heavy crossover between gods and Magic, since Magic is often one of a god's powers. The Absorbing Man has the magical ability to absorb the properties of any material–this is a power that he, a human, got from the Norse god Loki, who was attempting to defeat Thor.

There are villains and items that are magical. Magic weaponry is common, such as the Black Knight's sword and the Wrecker's crowbar. Magic can do anything. It can even involve time travel. Both Doctor Strange and Baron Mordo have magically traveled back through the ages. Merlin himself has shown up in the Marvel Universe; in fact, the Black Knight's sword was actually forged by him.

GODS AND THE SUPERNATURAL IN THE MARVEL UNIVERSE

The Marvel Universe, like our world, has many different religions, and many different ideas of what or who a god is. Many religions have multiple beings who are gods, like the Norse gods of Asgard (including the Mighty Thor) while other beings have powers and abilities that can only be described as godlike. Some of these gods have come into contact with the people of Earth, specifically the super-powered beings who are called upon to protect Earth from the sometimes thoughtless and selfish Actions of their fellow gods. The gods often need to be reminded that we should be left alone. You can employ any of these entities in your stories, or you can create whole new religions and their respective deities if you think it will enhance your game.

Gods are astonishingly powerful, even when compared with other characters in the Marvel Universe. When Thor uses his powers here on Midgard (that's what he calls Earth), he's



The mystic arts come in as many strange forms as the people who practice it.

holding back from using his full power, as we've seen when he fought against the Ice Giants in Asgard.

The damage done by gods can often be reversed or made to disappear. Sometimes it can be even be undone by people like Doctor Strange, but other times it can only be undone by the creator of the damage. It all depends on the writer, and in this case the writer is you.

Beings worshiped by ancient cultures are still alive and thriving in the Marvel Universe. There are many stories involving gods, demi-gods and spirits from Greek, Norse, Egyptian, Native American and Hindu religions, who are either trying to reassert themselves and return to their former glory, or just want to be left alone after being messed with by a less than well intentioned human seeking personal power.

There have been many weird relationships between gods and humans, some friendly, others romantic. For instance, Hercules is a demigod, since one of his parents was human, but he is still an Avenger and often hangs out with humans. Most gods stick to their own realms. But those that travel among us, like Thor and Hercules, aren't necessarily believed to be actual deities by the general public.

Some gods also seem to be pretty bored in their enchanted realms, since they keep messing around with Earth, often in their attempts to get back at each other. The Enchantress is always scheming to get Thor to be her lover, while Loki is always trying to kill him.

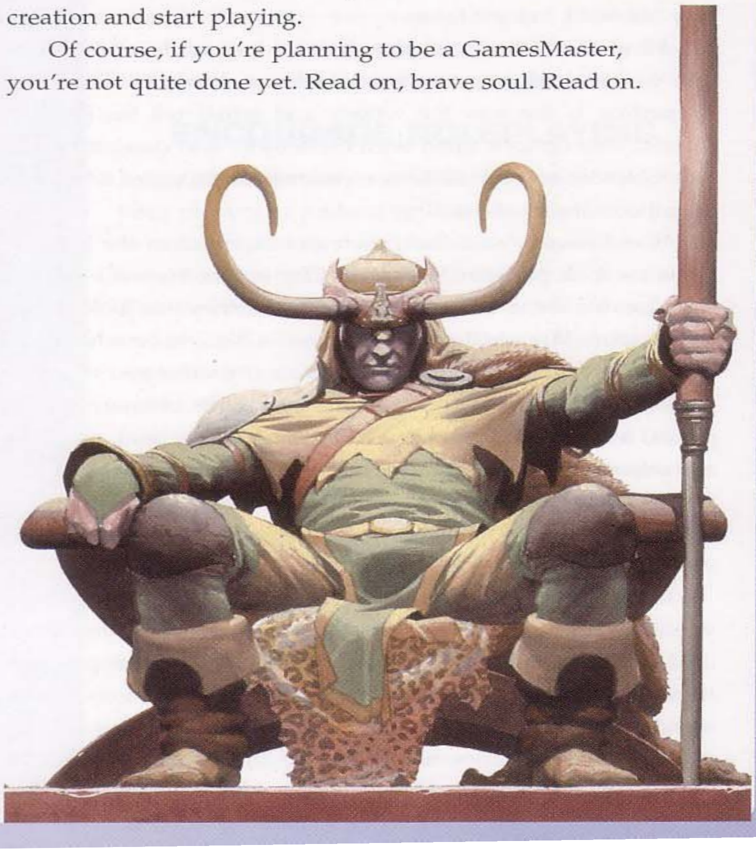
Supernatural beings are not limited to gods. Marvel has its share of villains and even heroes who are vampires such as Morbius and Blade, and werewolves and Demons such as Ghost Rider. Supernatural enemies are yet another type of adversary for your players to fight off or to become.

These beings are usually earth-bound, but many other supernatural beings come here to visit when they're called—or when they want something. In the Marvel Universe there is a Satan, a Mephisto, and a Satannish. There is a place called Hell, and another called Limbo. There are Demons and sorcerors such as S'ym, N'Astirh and Belasco and magical planes of existence from which they appear, . The Demon plane has opened up into Manhattan at least a couple of times, and contrary to what some detractors of New York City might say, you could definitely tell the difference. Luckily, like so many supernatural events, all traces of these incidents were wiped out by the time they were over.

Conclusion to the Roleplaying Section

Well, that's that. You've read all the rules you need to play the Marvel Universe Roleplaying Game. There's nothing left to do except grab a blank Character Action Display and fill it in with either an existing Marvel Super Hero or one of your own creation and start playing.

Of course, if you're planning to be a GamesMaster, you're not quite done yet. Read on, brave soul. Read on.



GAMESMASTER SECTION

SO YOU WANT TO BE A GAMESMASTER?

If you're reading this, you've either volunteered to be the GamesMaster, or you drew the short straw. Maybe you're the one person in the group whom everybody else gets to read the rules. Either way, you're in for one of the most challenging forms of gaming there is. Not everyone is cut out to be a GamesMaster. And some people wouldn't do anything else.

First of all, let's talk about who the GamesMaster is. In a roleplaying game, the GM is the god of her own universe. In the Marvel Universe Roleplaying Game, think of the GM as the Marvel editorial staff, the artists and writers all rolled up into one. If you're the GM, you're the person telling the story...with one important exception: Some of the characters in your story can think and act for themselves.

We're talking about your players. They decide what they're going to do and how they're going to do it. It's your job to tell them how it all turns out.

As the GamesMaster, you'll need to read all the rules in this guide. You'll help players through the process of developing their own characters or let them know which Marvel Super Heroes are available for them to play. You'll decide which Issue your players will play, whether it's one that we provide or one that you create on your own.

But that's just part of your job as GM. You'll also have to interpret the results of all the Actions that take place in the game. You'll actually be "playing" all of the non-player characters, or NPCs. And that means you'll be constantly describing what goes on, what the universe does, and how it responds to the players. Your job is to set the scene, to describe where the players are. Tell them what they see. Be their eyes and ears. If you don't describe it, they can't know it's there. It's your story to tell, with the players making decisions which may or may not work in their favor.

How much fun your players have largely depends upon how well you tell that story. Part of what makes Marvel Comics so exciting is the way the writers and artists tell the stories: colorful descriptions filled with excitement and danger, brave Super Heroes and evil villains, monumental struggles, amazing inventions and exotic settings.

Stan Lee once said that one reason so much of the Marvel Universe took place in New York City is that Marvel's offices were located there. If they needed a scene, they just looked out the window. But you don't have to live in NYC to do what they did. Just use what you know. Describe a city street you've seen. A shopping mall. A warehouse on the outskirts of town you've passed a hundred times. If the players are at a school, describe any school you know. If you need bystanders, use your friends, your family. Use what you already know and you will never run out of ideas. Because the Marvel Universe takes place in our universe (mostly).

If you've GamesMastered other roleplaying games before, you'll find this game easier than any other you've played. And if you've never GM'd before, you'll quickly come to appreciate how intuitive Marvel is to run. The system is simple and straightforward, designed to support you in telling a fast-paced, exciting Marvel Comics story without bogging you down in lots of charts, tables and die rolls. And once you've gotten the hang of assigning stones of Resistance to what your players are doing, you'll find that you rarely need to refer to the rules at all. The D&R chart and your understanding of the world that you're in charge of will be all that you need to GamesMaster.

But until that time, feel free to refer to the book whenever you need to. It's okay for you to have to look things up. It's even okay for you to discuss things with your players. They're learning too. You've taken on a big, exciting and rewarding role. You are the GamesMaster.

Before you read this section, you should read the first half of this guide. That's where you'll find most of the rules for playing this game.

Once you've finished the roleplaying section of the guide, you'll be ready to tackle this one. We've divided it into four parts. The first is a basic discussion of how to GamesMaster, called "The Art of GamesMastering." The second is a nuts-and-bolts discussion of "Considerations of Game Play." And the third is about characters and experience, simply called "Characters." The fourth, "Adventures," is about creating and running Adventures, whether yours or ours. It's followed by the premiere issue of the Marvel Universe Roleplaying Game *We Live Here, Too!*, which is a complete adventure in itself.

The Art of GamesMastering

FOUR TOOLS FOR STORYTELLING

Here are four simple tools to remember when you are GamesMastering a comic book storyline.

Synergy

Synergy is the idea that all the elements of your story come together to create something bigger than the sum of each. Things you've done months ago can show up again in such a way as to have your players sit back and say, "We never saw that coming, but we should have!" You have all of your NPCs and the whole world at your disposal to thrill, amuse and challenge your players. Use everything.

Plot Hooks

A plot hook is a bit of information that leads the players in a direction you want them to go. It can be a clue they discover, a bit of advice from an NPC, an event they witness or a rumor they hear. Almost everything that's going on in an Adventure can be used as a plot hook.

The players may meet someone who needs help. As the saying goes, "No good deed goes unpunished." What will the players do if someone says, "Help! They're after me!"?

Encounters can be used to steer the players back to the storyline or take the story somewhere else. As GM, you're like a fisherman, so provide the players with baited hooks and let them nibble.

Conservation of Storyline

There's nothing wasted in Marvel Comics. It all gets reused. It saves you effort, but it does something much more. It helps give the players a sense of an interrelated universe. If you have already introduced a lawyer into the game, and the players need or meet a lawyer, it could be the same one as before. Any villain they let run away, any crook that escapes, any car they could have bought—they all might come back to haunt them! (Remember, the crook that Spider-Man let get away ended up killing Uncle Ben and changing Peter Parker's life forever!) You don't have to do this all the time, though, and throwing in some dead ends is also a useful storytelling tool.

Synchronicity

The idea of synchronicity in storytelling is that events seem to revolve around the players. For instance, if a character wants to study the martial arts, her chances of finding a martial arts teacher increase. Of course, the teacher she finds will have plot hooks of his own: enemies, debts, previous membership in secret societies, etc.

The most important application of synchronicity is that when players are looking for adventure, it usually finds them. A trip to a shopping mall led Dazzler, Psylocke, Rogue and Storm to meet Jubilee. If Spider-Man hadn't torn his costume during the Secret Wars, he never would have needed the symbiotic suit that became Venom, one of his biggest enemies.

Synchronicity also helps you determine overall style of play. If the players act a certain way, then it's okay to have that style show up in the game. So, for example, if your players kill all their prisoners, then most villains will kill their prisoners, too.

If the players are interested in a certain subject, you should have it show up in your story. After all, the players are your audience, and if you make the game about something they're not interested in, they may not enjoy themselves.

Let's say the players are interested in traveling, and no amount of prodding and poking will get them into the storyline. As GM, you can't ever force the players to do anything. But the Law of Synchronicity is there to help: It says that if the players are doing something, so are others, like NPCs. So wherever the players travel, sooner or later the villains will show up. If the players get wise and figure out that you'll let the adventure find them wherever they go, then you can always fool them. Have them fail to encounter the villains who, in the players' absence, wreak havoc that the players could have, and should have, prevented. Keep your players guessing.

WINNING AND LOSING IN GM TIME

As the GamesMaster, it may seem that you are playing against the players. After all, you're playing the people they're attacking, right? But try and remember that as a GM you're not in this game to win, you're in it to create the best, most enjoyable story you can. If you run a great game, then the players (and you) will have fun. They'll probably succeed at their objectives. But to do this, they'll have to defeat villains you've created. They'll have to solve your puzzles. In essence, for them to win, your characters have to lose. So, how do you keep your perspective? You have to develop a split personality. You have to play all of your NPCs from their own point of view, trying to beat the player characters. But you should also try to identify with your world as a whole. View the villains as a disease, and the player characters as the cure. This allows you to be happy and root for the players while at the same time presenting believable NPCs. It also helps you keep the players honest. As the keeper of the whole world, you have the right to get upset if your supposed Super Heroes act improperly, or less than nobly. And it's okay if you have your world respond accordingly.

ENCOURAGE ROLEPLAYING

If you pretend to be your NPCs, it makes it easier for your players to pretend to be their characters. Refer to your players by their characters' names, not their own. Encourage them to give detail when describing their Actions. The more they do, the more exciting and evocative the game will be. This is their chance to write their own comic book. Enjoy the process. Let loose! Give extra Lines of Experience for better descriptions and let the players know you're doing so. Then just sit back and listen. Some of the most fun you can have as a GM is listening to players who are really into the game.

KEEP THINGS MOVING

One of the toughest jobs a GM has is keeping things moving. There are many distractions that can derail your session. At the start of the session, players will want to allocate the Lines of Experience they received at the end of the last Issue. Some will want to discuss this privately. Others will want to discuss this indefinitely, with no real regard for the other players' time. GMs have been dealing with this dilemma forever. Now you will too. Our only advice is that physical assault is illegal in all 50 states, so don't do it.

During play, a player may want to speak with you in private. Obviously, the player should be allowed to do this, since sometimes what he needs to discuss would give away information his character would rather keep secret. But as GM you also have to manage these interruptions so that the other players don't get upset. It's good to try taking these breaks at a point where the group needs to plan their next steps or during a meal, snack or bathroom break.

When you are ready for the players to do something and they're all sitting around talking, just ask them, "What do you do next?" If necessary, remind them that as the GM it's your job to present a situation but it's up to them to do something about it.

If the players can't make up their minds about what to do next, you can always offer them options. "Do you check out that abandoned warehouse over there?" "Does anyone use heightened senses to sweep the area?" Feel free to remind them that time is passing. Ask them, "Do you all just stand around talking?" And if they still can't figure out what to do, perhaps it's time for you to offer them some other options from later in the storyline.

PLAYER CONFLICTS

Players will also sometimes come into conflict with each other. Whether this is character-based or personality-based, your players are looking to you to keep things friendly. This can be very unpleasant, and it's certainly not what you signed on for when you agreed to GM.

Sometimes you may need to speak to one or both of the players privately, either separately or together. You will have to remind them that their interpersonal problems risk ruining everyone else's enjoyment. You may have to point out that if this continues, you will have to separate their characters and split the campaign. Sometimes you may need to discuss this with the whole group. After all, it's their game, too.

This is why it is very important to consider the personalities of your players when arranging your play sessions. Group dynamics can play an important role in determining how long your campaign will last.

WHAT TO DO WHEN PLAYERS DON'T SHOW UP

This can be a problem for the new GM. But it's not the end of the world. Keep in mind that even in comic books, events occur that keep characters away. In the comics, they turn it into a new challenge, and so should you. "Yes, if Wolverine were here, he could use his claws to slice his way through the steel doors. But he's not, so you'll have to figure out another solution."

If you had expected to drop a hint to the players in a particular way, such as through Spider-Man's Spider Senses tingling or Jean Grey using her Telepathy, and that player doesn't show up, you have to find another way to give the players the clues they need. Maybe someone with a Social Skill Specialty like Streetwise could get it from talking with the NPC, or maybe someone with Animal Senses might get the clue from a strange smell. If nothing else works, you can always have an NPC like Nick Fury or Prof. X contact the players and deliver the necessary information.

This is also a good time to bring an NPC Super Hero into the game. If the players need a certain type of character to complete their Mission, then it's a great time for one of these to show up. Chalk it up to Synchronicity!

Also, if the current campaign is centered around one character, you shouldn't cancel the session. The players who showed up deserve to have fun just the same. If you don't have another Issue or Adventure ready, then you should just wing it. Set up a random meeting with some villains and fight it out. Have a rampaging Super Villain like Juggernaut or Sabretooth show up outside the diner where the players are hanging out and let them take him on. (It happens all the time in the comics!)

Or you can all decide to spend the time working on character development. It's a rare player who turns down one-on-one time spent with the GM.

If a player shows up late, just work him into the story. You can be as creative or transparent as you like. "Sorry I was late, I stopped to rescue the passengers on a bus that was tottering over a bridge..." In comic books, it's always legitimate for a missing companion to show up just in the nick of time! But however you do it, it's your job to manage it so the late player doesn't disrupt play for everyone else.

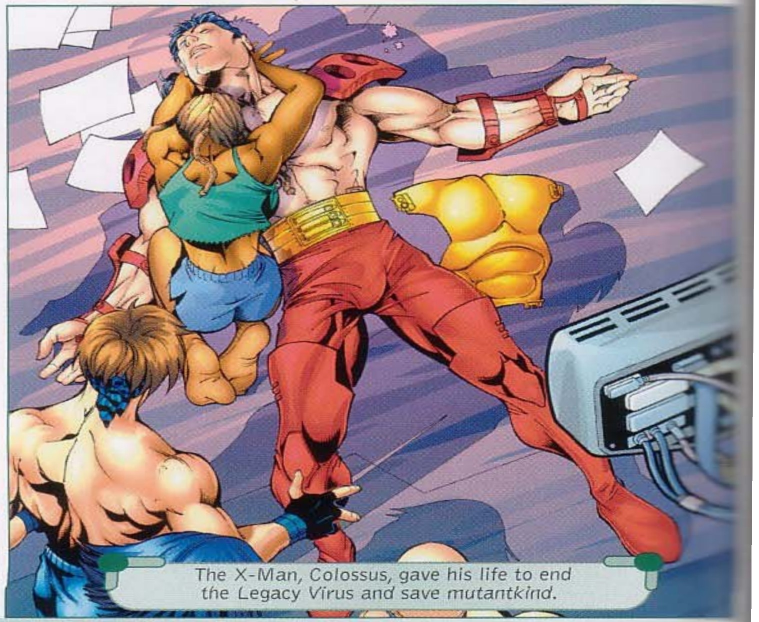
WHAT TO MAKE UP...AND WHEN

As the GM, your job is to enforce and interpret the rules. So is it ever okay to change the results? For every roleplaying game, the answer has always been, yes, but only a little, and don't admit to it. Remember, your characters are writing their own story, but so are you. And nobody likes it when his character dies.

In games with dice, every once in a while a bad luck die roll ends up with a character dying in a freak accident. So in grand old GamesMastering tradition, GMs decided that sometimes they had to cheat. They even have a name for it: fudging.

Now, in Marvel, there are no die rolls. So if a character dies, it's because he did something that got himself killed. Maybe that time, he should have run away instead.

For the game to be real and believable, a character should be able to die. If a character can't die, where's the challenge? If we didn't believe that a character was in danger when we read a comic book, where would the excitement come from? But at the same time, there haven't been too many Marvel Super Heroes who have died over the years and stayed dead, now have there?



The X-Man, Colossus, gave his life to end the Legacy Virus and save mutantkind.

Our advice to you is to make sure that nobody sees what's going on behind the GamesMastering screen but you. Nobody knows whether the Resistance is 6 stones or 7 stones, do they? So just do what Marvel has done all these years—tell a good story—and you'll do fine. The needless death of a Super Hero serves no one, least of all your players. But if they willingly sacrifice their lives to save others, as Colossus did to end the Legacy Virus, then you should let them die. Glorious, heroic deaths are retold by players over and over again and become the stuff of legend.

KEEPING YOUR NPCS ALIVE

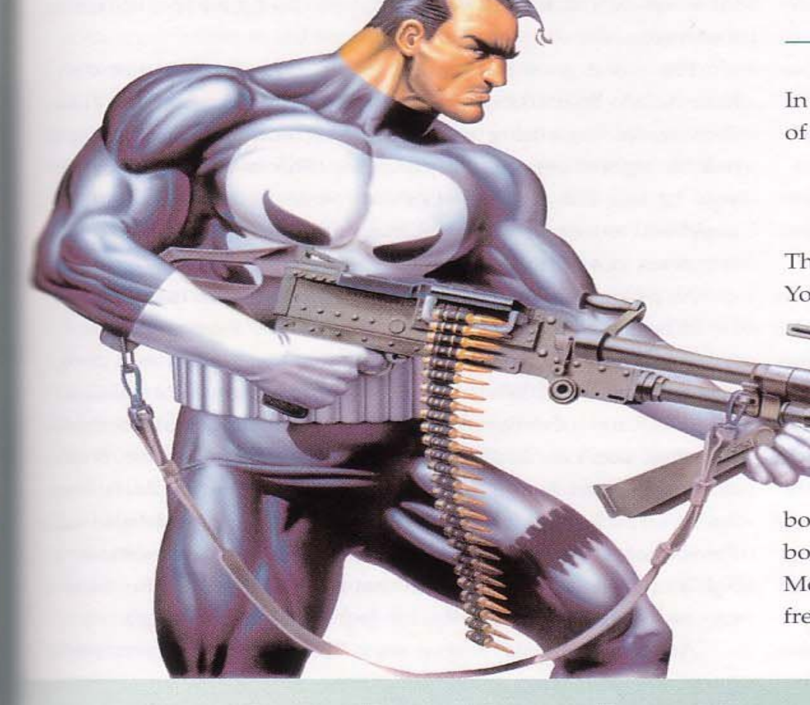
Take advantage of the knockout rules for your NPCs. If you let the heroes kill them, you'll run out of NPC villains. And face it, Marvel has been using the same villains for 40 years. It's not easy to invent another Doctor Octopus. So pile a building on top of them. Drop 'em into the ocean. Let them disappear in an explosion or fire. But protect them. They are an endangered species. The players are out to exterminate them. Remember, a hero never kills an unconscious enemy. It's just not right.

CONSEQUENCES OF CHARACTER ACTIONS

The Marvel Universe is relatively moral. Good guys are only good guys as long as they act morally. Players that belong to a group like the Avengers and hurt innocent bystanders or kill their enemies unnecessarily should face some consequences of their actions, from a stern reprimand or hearing to being drummed out of the group. That kind of behavior might be okay for an agent of S.H.I.E.L.D., but not for an Avenger.

And that's an important point. If your players are playing characters who are less shining moral beacons, such as the Punisher, Nick Fury, Elektra or Deadpool, then your world shouldn't hold them to the same standards as those goody two-shoes heroes like the Fantastic Four. If the Punisher kills those that deserve death in his eyes, then that's good roleplaying. If Morbius has to kill to stay alive, well, that's his particular cross to bear. And sometimes, the Hulk is going to smash up some unfortunate soldiers who were just following orders. It's a cold, cruel world out there.

If players want to call for help rather than handle something themselves, you should rarely let that settle the problem. They are Super Heroes, after all. If the players call on the cops rather than handle the problem themselves, then there will probably be a terrible slaughter of the brave souls in blue, with public opinion and the good graces of the law turning against the players. And if the players don't tackle something they should, make sure it comes back to bite them.



A FEW FINAL WORDS OF ADVICE

Never forget that as a GM, you are in charge of the game, and thus the world. Never let a group of your players control play. This is not a democracy! On the other hand, you have to listen to your players and keep their concerns and requests in mind or they may walk out on you, and that's no fun either.

The most important rule is to listen to your players. They will tell you what you need to do. If they're interested in playing out a conversation, they'll start talking to your NPCs. If they want to fight, they'll go looking for a fight. Listen to them.

Remember to encourage the weaker players. Try and give them easier problems to draw them out. If people split up and go different ways, it's a great time for the weakest player to have an encounter. (But not one that he can't handle.) If a big fight is going on and a player feels that he cannot compete, then add a lesser villain, like a henchman or lackey, for him to deal with. With proper guidance and nurturing, initially weak players can grow into some of your best players.

In any case, be careful not to let anyone be ignored or have nothing to do. Keep everyone involved.

Make sure you ask all the players what they are doing on every Page. Even if they're in an extended Panel so that they're not doing anything on this Page, simply acknowledge that they're still doing whatever they're doing and then move on. There is nothing more annoying for a player than thinking that the GM is ignoring him.

Considerations for Game Play

In this section, we're going to discuss the more practical aspects of the Marvel game system.

GETTING STARTED: GAMESMASTER SET-UP

There are a few things you're going to need to GamesMaster. You're holding the first in your hands right now: this guide. Keep it with you at all times. Even once you know the system cold and don't think you'll need this book anymore, it's still a good idea to keep it lying around. Besides, the D&R Chart (Difficulty and Resistance Chart) is on P. 80-81 of this book, and you're definitely going to need that. You should bookmark the D&R Chart, and also the list of Situational Modifiers on P. 104. You'll be referring to those pages more frequently than any others.

Next, you'll need a table or flat surface to put your stuff on.

Location-wise, it's usually a good idea if you can set your area up so that you can see your player's CADs.

You'll want a large screen that you can set up to hide your area from your players' view. That's because you don't want them to be able to see what you're doing with your NPCs. The screen also creates a useful separation between you and them that lets you focus on your NPCs while your players are focusing on their own CADs.

You'll need to have a large pool of red and white stones (or other markers you may be using instead of stones). Not only will you need this for the NPCs under your control, but you'll find that extra stones come in handy when your players forget theirs. You'll need around 25 white stones and 100 red stones to cover yourself and the General Pool. And if you're providing stones for all of your players, you'll need 3-5 white and 9-15 red stones per player, too.

You'll need a small bag or box that will allow people to reach in and pull out stones without seeing what they're getting. It's for those few times when you do need to come up with a random outcome, like seeing who gets hit if a weapon or super power goes out of control.

Finally, you'll need all of the information about the Mission and Issue you're running for your players: maps, lists of items or things that may show up during the course of play like weapons, equipment, vehicles, etc. And of course, you'll need all of the Non-Player Characters that you're in charge of.

WHERE DO YOU PUT ALL YOUR NPCS?

One of our designers said that he stopped playing roleplaying games and started GamesMastering because playing one character just wasn't enough. You sit around, waiting for the other players to go until it's your turn again. But as the GamesMaster, you get to be lots of players, and you're always going.

That's the good news and the bad news. You get to be lots of players. That brings up the question, "Where do you put them all?" If you used a full CAD for each NPC, you would never have enough room.

Most GamesMasters simply list their NPCs in a similar fashion to the way we do in the "Examples of Basic Non-Player Characters" section on P. 112-113. Write down all of the important information about your NPCs on a few sheets of paper, with more than one NPC to a sheet, and just refer to those sheets when you need them.

But even if you have all of the data listed on paper, how do you handle the stones?

One of our playtest GamesMasters came up with a clever solution that seems to work really well for handling NPCs and their stones.

He photocopied the right hand side of the CAD. Then, he used the 9 empty Action Boxes to represent 3 NPCs per sheet. In each box along the top, he wrote the important information about each NPC: Abilities, Actions and Action Numbers. He used those top boxes for holding the white stones of health for each NPC. He used the middle row of boxes as their Energy Reserve, and put all of their stones there. And he used the bottom boxes as their Action Boxes, and put that Panel's stones into each one as he worked out what each NPC was doing. Finally, he put any defensive stones up in the top box with the white stones where they were easy to see.

With this method, that GM got 3 NPCs to a sheet, and 6 NPCs took up the same space as one single CAD. Since it was rare that he ever had more than 12 NPCs active at any given time, it was easy to keep things under control. And he pre-made these NPC CADs based on the Mission he was about to run, so they were ready and waiting for him when he needed them.

STONE USE IN STORYTELLING

A player who puts stones in a task is telling you how important she feels her goal is, and what she's willing and able to do about it. And as GamesMaster, the stones of Resistance you put into play are tools you can use for telling your side of the story.

If a player has given an excellent description of his actions, and has put in all the stones he can but still doesn't have enough to succeed—and the story would be better if he did accomplish his task—then you can reduce the Resistance by one or more so that things work out.

Also, allow players to spend stones on description—you'll find it's usually worth it. If a player is in a place where people can watch the Action, then tempt the player with, "Do you want to spend a stone on looking good?" After all, players direct their characters' Actions through the use of stones, and if they want their characters to be noticed, it's not a bad idea for them to put some extra effort into it.

HOW DO YOU DETERMINE DIFFICULTY LEVELS AND RESISTANCES?

Scenario-based elements will describe their levels of Difficulty and Resistance in the Issue. If there's a secret vault, the Mission will tell you that vault's D&R. When you're making up your own Adventures, consult both the Equipment List on P. 125 and the Difficulty and Resistance Chart on P. 80-81 of this guide. You'll find a wide range of activities and items and a set of benchmarks by which you can determine anything you or your players can dream up.

If you are uncertain of the D&R for a situation, look for something similar on the D&R Chart and then add or subtract stones of Resistance as you see fit. For instance, the D&R Chart lists the Resistance of lifting a Garbage Truck at 8 stones, and a modern Main Battle Tank at 9 stones. So if the players have to lift a Tanker Truck filled with fuel, you can figure that it's either 8 or 9 stones.

The same goes for players describing Actions that don't have Action Boxes. Look at your D&R chart for something close, then make something up. Don't get hung up on getting it exactly right. Keep the story moving. Stones are just a tool for you to tell the story. Stones are your friends. They're not supposed to be big, ugly formulas or percentages. After all, this is comics, not brain surgery.

As a GamesMaster, you're always asking two questions: What is the Difficulty Level? What is the Resistance?

For example, if a player says, "I want to kick in that door," you ask yourself, "What is the Difficulty Level of that Action?" The D&R says the Difficulty of kicking in a normal door is 3, and that you can add extra Resistance if you want to. If you don't add extra Resistance, then the Difficulty is the Resistance, and it takes 3 stones to kick in the door. But you could also add Resistance, for a door with a Difficulty of 3 and a Resistance of 5. It's up to you. Keep in mind that it is possible that Resistance can be lower than Difficulty, too (e.g., Running, Flying).

Another example: Rogue says, "I want to fly down, scoop up Gambit, and fly him out of danger." You then ask yourself, does the Difficulty matter? Well, no, Rogue can fly and carry people, so Difficulty is not applicable. So you ask, what is the Resistance to that Action?

Here's how you'd figure that one.

If an Action is unopposed, it succeeds (i.e., the Resistance to the Action is equal to the cost in stones of doing the Action). But, if, let's say, the vehicle was about to explode, then you might add a few stones for the time pressure. If Rogue didn't put in enough Speed, then she might not get there in time, or the explosion might catch both her and Gambit. Now, how many stones does that mean you should add? That's up to you. Stones give you the chance to tell the story the way you want. But to be fair, you have to decide in advance, and you shouldn't tell Rogue what you've decided. That's the unknown in the equation. You might say to Rogue, "There's a possibility the burning vehicle will explode. Do you want to hurry?" You've given Rogue the problem. Now it's up to her. She doesn't know the answer, so she has to guess. Just like in real life. We don't know. We take our best shot. If Rogue doesn't pull out all the stops, she might not succeed.

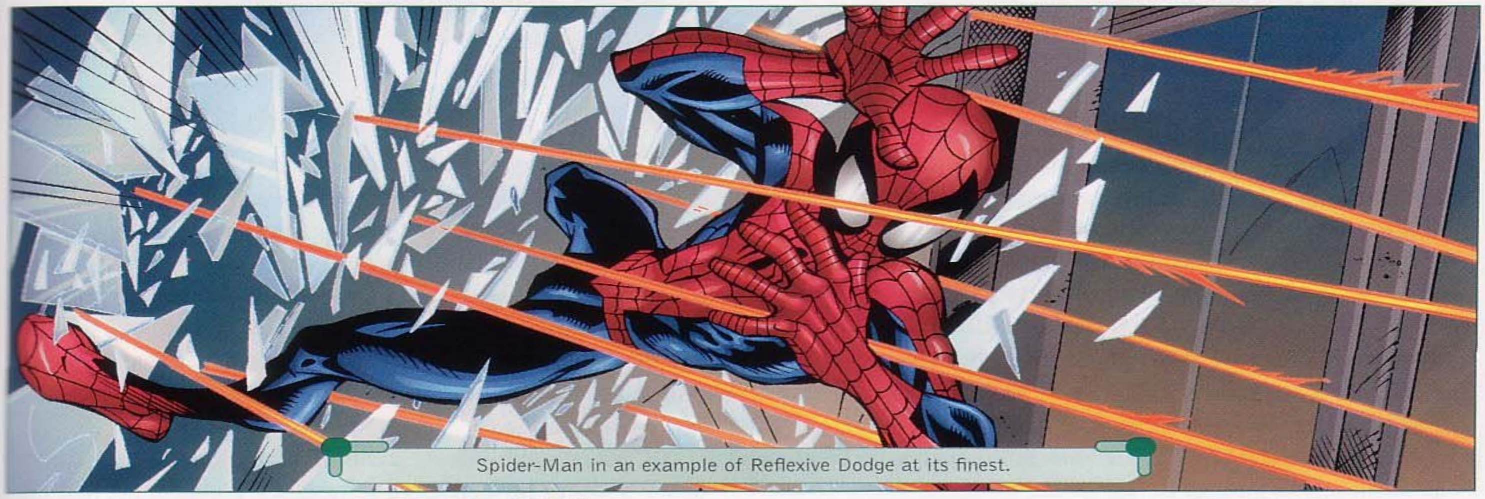
INTERPRETING THE RESULTS

What happens when the Super Hero's stones don't overcome the Resistance of the problem? How do you interpret the results?

This is where the context of the story comes in. If Sabretooth and Wolverine are bashing away at each other and didn't do any damage, you say, "You and Sabretooth continue to pound away at each other, each one dodging and parrying. Neither of you gets in a good hit this Page."

If Cyclops were firing his Optic Beam for 4 stones at Toad, who has 5 stones in defense, you might say, "Toad leaps out of the way at the last second." If Cyclops fired 4 stones at Blob, whose Defensive Modifier automatically absorbs the first 4 stones, you might say, "Cyclops, you hit Blob dead-on with your blast, but it doesn't even rock him. He seems to absorb it all and stares back at you with his typical stupid grin."

If five cops are firing guns at Spider-Man, for a total of 3 stones each, and Spidey has a 4-stone defense, then you might say, "Spidey, as the cops fire at you, you dodge and weave through a hail of gunshots. None of them even come close to hitting you." Now, let's say one cop was able to put 5 stones into it, which means 1 stone would hit for double damage. Then you might say, "You do your best to keep bouncing around through the hail of gunfire, but one of the cops wings you and you take 1 white stone of damage."



Spider-Man in an example of Reflexive Dodge at its finest.

DESCRIBING DIFFICULTY AND RESISTANCE

While you may want to be vague about Resistance in your description since players can eventually overcome Resistance with more effort in subsequent Panels, you should describe an Action's Difficulty differently. A player with an Action Number of 5 will never be able to overcome a Difficulty of 7. For this reason, you should rely on descriptive language to provide the player clues as to Difficulty. Comparisons work particularly well. "Those bars are definitely too tough for you to bend. Now Beast, on the other hand, would have no problem." Or, "You've never seen any equipment like it. You're pretty sure Reed Richards could figure it out, but you realize you'd better find a different solution." Another way to give them a clue is to give them a reference to something they know, have done or failed to do in the past. "It's a lot harder than Doctor Doom's Anti-grav trap that you were barely able to figure out" or "Remember that time you tried to fly that Kree Spaceship and failed? Well, this is harder." If you provide clues like that to the players, and they still want to try, let them. Have fun with your descriptions of their failed attempts. Sometimes failure to figure out how to use something properly means using it improperly, with unintended results an unfortunate, but frequent, outcome.

HOW TO USE SPECIALTIES AND LINES

How should you, the GamesMaster, be accounting for Specialties and Lines? They're the interaction between specific experiences and your storytelling. You should feel free to reduce the Resistance or Difficulty of a problem in favor of a character who has an appropriate Specialty or an applicable Line.

Why? Because somebody who has climbed a mountain before (even if it was just once) should have an easier time than someone who hasn't. A Line represents a little bit of experience, all the way up to 9 Lines. At 10 Lines, it becomes a Specialty, and then it carries the full force of all of the experience that the Action Number reflects.

Specialties provide more data to work with than lines. If a Super Hero is facing Ninjas and has Martial Arts as a Specialty in his Close Combat, he can face them on better terms than if he only has boxing, a one-on-one sport. In that instance, it would still mostly be about the Action Number and directing stones against multiple targets, but you may decide to add or subtract a stone as a Situational Modifier to reflect Lines or Specialties.

Specialties exist to overcome Situational Modifiers. If someone is picking up an unusual alien blaster, but she has the Energy Weapons Specialty as part of her Ranged Combat, then you could skip adding the "Using a strange weapon/device, +1 stone Resistance" Situational Modifier.

If you decide that the "No previous experience, +1 stone of Resistance" Situational Modifier should apply to an Action, then if a character doesn't have any previous experience, you should add the stone of Resistance. Previous experience could be as little as a Line, or as much as a Specialty.

Make sure to use this information in your descriptions. Use the aspects of different Specialties to add color to your descriptions. "Kingpin keeps moving around to try and grab you in his big, strong arms, while Daredevil, you keep dodging and weaving, seeking an opening for a shot to his jaw." Or, "You've only got 3 stones for your Agility, but you did climb that mountain once, so you have a pretty good idea of how to approach that slope." Or, if you're describing a combat where nobody did any damage to their opponents, you can explain it with, "That X-Man Multi-Style training sure is helping you out. Every move he tries, you know a move to counter him."

SITUATIONAL MODIFIERS

Situational Modifiers are another tool for you to tell the story and have your world interact with your players. Some Situational Modifiers add 1 or more stones from the General Pool to a player's Actions or Defense. And some Situational Modifiers add one or more stones of Resistance to an Action being attempted.

Remember how we said that as GamesMaster, you interpret the world around the players? Well, Situational Modifiers are one of your main tools for doing that. Is it dark, so the players have a harder time seeing what they're doing? Then add a stone of Resistance to reflect the reduced visibility. Is a character doing something that he's never done before, like trying to fly an alien spacecraft? Then add a stone of Resistance for trying to operate a new or strange device for the first time, and 1-3 stones for unintelligible controls.

If you want, you can give hints to your players about the type of Resistance they're encountering when you are applying Situational Modifiers. "You've never done this before, and you're not even sure you understand how the controls work, so you may want to throw in a few extra stones just in case."

Remember, anything can affect the situation. The main uses for Situational Modifiers are:

1) To account for the effects of actual situations.

2) To encourage and reward roleplaying.

On P. 104, we've listed of a wide range of Situational Modifiers you can use in play. Feel free to come up with your own to fit whatever situations you find your players in.

Use them like spice—for flavor. Sometimes you don't need to add them at all. Situational Modifiers should not dominate the flow of play. It's a good general rule to apply only one or two at a time, although you need to be fair in their use. The more experienced you get as a GamesMaster, the better you'll understand when and how you want to use them.

Some of the Situational Modifiers we provide should only be applied to the first Panel of an encounter, and some should be applied throughout the encounter. Some Modifiers should only be applied once per Mission. For example, the Modifier for "operating on home turf" should only be used once, and only if it is important to the flow of play. But if you feel the players need the help, you can give it to them every Panel. Remember, Situational Modifiers are your tool for taking into account all the factors you feel are important for telling a good story.

The following sections will address some of the main areas where Situational Modifiers may arise. After that, we'll provide a list of Situational Modifiers that you can use. This is not intended to be an exhaustive list. We want to teach you how to think about Situational Modifiers so you can come up with your own and apply them yourself.

Familiarity, Practicing and Preparation

If a character has done something before, especially if he's taken one or more Lines or has a Specialty in it, then you may want to subtract a stone from the Resistance. If a character is evading hunters on his home turf, you might subtract 1 stone of Resistance in his favor.

If a character tells you in advance that he is practicing something, and it comes up during play, feel free to award him the Modifier stone. (Practice in the X-Men's Danger Room or the rigorous training the Avengers undergo are two examples.) The Modifier applies to the practiced Action only, and should only be awarded once per Issue.

Flashback Panel

When a character calls for a Flashback Panel, she's basically requesting a positive Situational Modifier. In other words, she's asking you to give her a break in return for adding to the storyline. It happens in comic books all the time, and it's okay to let it happen here, too. However, it's important to keep Flashbacks at a minimum to avoid eating up the group's playing time with too many individual concerns. That's why we limit Flashbacks to one per player per Mission. You can vary this, if you want.

To get the +1 stone Situational Modifier added to her Action's stones (or defensive stones), the player must first cite the Flashback. After asking for the Flashback Panel, the player would say something like, "I think back to the time when my master taught me how to...," or, "I blink back tears remembering how my best friend died at the hands of..." The incident she refers to must have some relevance to the situation at hand. It doesn't actually have to have happened, or to be written down on her Character Profile Record. It just has to be plausible. If the player is really clever, then her Flashback Panel could even lead to additional Modifiers or plot hooks. If she is remembering the day she swore vengeance on the villain who killed her family, or the day she pledged that someday she'd learn to fly, she might well deserve additional Situational Modifier stones in her favor.

Style

Often a character will want to spend an extra stone or two looking good or making his effect appear impressive (making his fire blast look like a flaming dragon, flying a victory roll through the attacker's energy beams, etc.) There might even be storyline advantages to be gained by putting on a good show.

If so, then the amount of stones he spends on style are countered by adding stones to the Resistance. How many stones is a judgment call. (See the list of Situational Modifiers for some examples.) It is possible that he will only add 1 stone to a

difficult task when in fact he should have added two. In this case, if the Resistance ends up being higher than his attempt, not only does he fail, but it behooves the GamesMaster to point out to him that he was so busy trying to show off that he wasn't concentrating enough on the Action and failed to succeed because of it.

Situational Modifiers also give you the chance to reflect players' attitudes in the results. If a player is attempting something truly heroic, you may determine that his Action deserves that extra bit of energy that seems to go along with doing what's right. Alternately, if a player is less eager to jump in and save the day, you may feel a negative Modifier is in order. It's up to you. But Situational Modifiers give you the chance to reward heroic play or penalize non-heroic play in the game, without cheating. And remember that just because we suggest these Modifiers, it doesn't mean you have to use them.

Specific Effect

Like stones for style, spending stones for a specific effect (like shooting the gun out of an opponent's hands) can backfire on the player. However, if it's really important (like throwing something to hit the disarm button before the nuclear bomb goes off) and the character puts more than enough stones into her Action towards that specific effect, then she should succeed in saving the world. The list of Situational Modifiers will give you some examples of specific effects in the Style Modifiers, as well as a generic Specific Effect Modifier under General Modifiers.

Weight

For most characters, carrying something lessens their Speed. See the D&R chart for weight modification. Add the appropriate stones for extra weight and time carried.

Environment

Frequently, the conditions under which your characters are acting will affect their Actions. Fog and darkness make it tougher to see someone at a distance. Ice makes surfaces slippery. Fog may add 1 stone of Resistance to the Defensive stones of someone being attacked by Ranged Combat. For really thick fog, add 2 stones. Flying into a strong wind may add 1 stone of Resistance to a Super Hero's Action. Doing something on ice adds 1 stone to the Resistance to that Action.

Environmental conditions can be helpful, too. It's easier for Storm to create lightning during a thunderstorm.

Distance and Close Combat

Close Combat is defined as any combat that occurs between characters who are no more than a few feet apart. It is assumed that they can move the short distances separating them without needing to expend any stones to do so. There are also no Distance Modifiers in Close Combat. Keep in mind that a high-Strength, low-Agility attacker like the Hulk will have a harder time hitting a character with Instinctive Dodge or high Speed like Daredevil or Quicksilver, so add stones accordingly.

For Combat using a Ranged Weapon like a gun at distances of less than a few feet, you may want to add the "Point-Blank" or "Shorter than normal range" Situational Modifiers. Players have the choice of using either their Close Combat or their Ranged Combat Actions in such cases.

Distance and Ranged Combat/ Long Range Actions

When distance is relevant to resolving an Action like throwing something, add 1 stone of Resistance for every 10 feet of distance. Weapons and Actions like Force Blast include effective ranges in their descriptions; if the shot is past that range, hit them with a +1 stone Situational Modifier. Remember that a character with a high Action Number in Ranged Combat can probably hit at extreme range. For ranges, see Appendix A: Weapons, P. 124.

Complexity and Operational Modifiers

From operating unfamiliar technology to flying or driving in a heavily congested area, your players will often engage in Actions that have high Situational Modifiers. And it doesn't just affect Vehicle Operation. It's harder to Web-Sling through traffic or in bad weather, too. It's harder to track or tail someone who is trying to lose you on a crowded city street. (Of course, it may be easier to remain unseen as well.) Again, we've provided a few examples to give you a sense of the kinds of Modifiers you should feel free to add as your storyline requires.

Situational Modifiers List

NOTE: GP = General Pool. R = Resistance. When we say "+ stones from GP," you may instead subtract stones from Resistance. When we say "+ stones R", you may choose to subtract stones from the appropriate Action Box. The effect is the same, so choose whichever procedure you feel most comfortable with.

General Modifiers

Using an Ability instead of an Action	**+1-3 stones R**
No previous experience	**+1 stone R**
No experience when experience matters	**+2 stones R**
Previous experience (relevant Line)	**+1 stone from GP**
Previous experience (relevant Specialty)	**+2 stones from GP**
Specific effect	**+2 stones R**

Preparation/Flashback Modifiers

Prep, taking care/time to aim	**+1 stone from GP/Panel prep up to 2 stones max.**
Rushing, taking less time than required	**+1 stone R**
Practice	**+1 stone from GP**
Flashback Panel	**+1 stone from GP**
Always wanted to do it	**+1 stone from GP**
Lifelong promise/sworn vengeance	**+2 stones from GP**

Style Modifiers

Acting Heroically	**+1 stone from GP**
Showboating, showing off	**+1-2 stones R**
Saving a friend/the city/an innocent	**+1 stone from GP**
Real cool description by player	**+1 stone from GP**
Shot that counts, last chance to save day	**+1-2 stones from GP**
Overcoming or playing into a challenge	**+1 stone from GP**
Ignoring a Challenge	**+1-2 stones of R**

Movement Modifiers

Stationary Action while moving	**+1 stone R/stone of speed**
Stopping a moving object	**+1 stone R/stone of speed**

Weight Modifiers—Handling Objects, Gravity

Object is resisting	**+ stones R for weight, effort resisting**
Object has awkward shape	**+1 stone R**
Object is fragile and it matters	**+1-2 stones R**
Weightlessness	**+1 stone R (until acclimated)**
Heavy gravity/rapid acceleration	**+1 stone R per G (Gravity)**

Area Effect Modifiers

Decreasing area affected	**+1 stone R/stone decrease on D&R**
Tough crowd (soldiers, lots of cover)	**+1-2 stones R to Area Effect**
Weak crowd (kids, elderly, injured)	**+1 stone damage to Area Effect**

Environmental Modifiers

Extremes of Hot/Cold	**+1 stone R**
Incremental hours of exposure	**increase by +1 stone R/hour**
Extremes of Weather	**Add stones of effect to R**
Restricted sight: dark, fog, smoke	**+1-2 stones R**
Restricted relevant perception	**+1-2 stones R based on severity**
Poor footing, ice, slippery surfaces	**+1-2 stones R**
Helpful weather conditions	**+1-2 stones from GP**

Ranged Combat Modifiers

Thrown objects	**+1 stone R/10' distance**
Beyond specified range	**+2 stones R**
Shorter than normal range	**+1 stone from GP**
Point-Blank range	**+2 stones from GP**
Moving Target	**+1 stone R/stone of target speed**
Firing at a single target in a crowd	**+1 stone R**
Firing from cover/being fired at while totally hidden	**+4 stones R**
Firing from cover/being fired at while partially hidden	**+2 stones R**

Combat (All Forms) Modifiers

Specific effect, disarming	**+2 stones R**
Unopposed/ambush	**+2 stones from GP**
First time under fire or in combat	**+1 stone R, one time only**
Operating on home turf	**+1 stone from GP, once/Mission**
Using a strange weapon/device	**+1 stone R, 1st time only**
If attacking a large target	**+1 stone from GP**
If attacking a very small target	**+1 stone R**
Attacking opponent from above	**+1 stone from GP**

Complexity and Operational Modifiers

Minimum Resistance to operate anything	**+1 stone R**
Never operated type before	**+1-2 stones R**
Confusing/unintelligible controls	**+1-3 stones R**
Unknown properties	**+1-3 stones R**
Designed to require special training	**+1-3 stones R**
Traffic, Heavy traffic (land or air)	**+1-3 stones R**
Sudden direction change (or violent maneuver)	**+1 stone R**
Driving against traffic	**+1 stone R**
Operating vehicle while talking on a cell-phone	**+1 stone R**
Ground Vehicles @ Speeds over 3	**+1 stone R/stone of speed above 3**
Weather	**+1-4 stones R based on severity**

Hunting and Tracking Modifiers

Target is well known to hunter	**+1 stone from GP**
Subject is wounded	**+1 stone from GP**

Flight Modifiers

1 stone of weight carried	**+1 stone R**

Teleportation, Magical Travel Modifiers

Unfamiliar area	**+1 stone R to all non-combat Actions**
Weird & unfamiliar area	**+2 stones R to non-combat Actions**
Familiar area	**+1 stone from GP**
Extremely familiar area (Home, HQ)	**+2 stones from GP**
Travel without Specialty	**+2 stones R (lost at GM discretion)**
Extra "passengers"	**+1 stone per person**

Inventing Modifiers

A well-stocked Laboratory and staff	**No Bonus**
A poorly stocked old garage or junkyard	**Doubles time**
No tools or materials	**Quadruples time**

Telepathy Modifiers

Subject is drugged/crazy	**+1 stone R**
Subject is distracted	**+1 stone from GP**
Subject is exclusively resisting the Telepath	**+1 stone R**
Talking to subject	**+1 stone from GP**
Gaining trust of subject	**+1 stone from GP**
Self-Doubt	**+1 stone R**

Social Interaction/Communication Modifiers

Acting very strange	**+1-2 stones R**
Asking too many questions	**+1 stone R**
Spilling your hand	**+1-2 stones R**
Being very "cool," fitting in	**+1 stone from GP**
Being very different, "uncool"	**+1-2 stones R**
Ignoring protocols and precedents	**+1-2 stones R**
Subject knows you and is your enemy	**+1-2 stones R**
Overcoming subject's rational belief	**+1 stone R**
Overcoming subject's irrational belief	**+2 stones R**
Convincing to betray feared authority figure	**+1 stone R**
Threatening someone ruled by fear	**+1 stone from GP**
Buttering up someone ruled by vanity	**+1 stone from GP**
Bribing subject who fears he'll be caught	**+3 stones R**
Having a good reputation	**+1 stone from GP**

Health-Related Modifiers

Impaired (Drunk, drugged, ill, no sleep)	**+1-3 stones R**
Broken Bones: 6 weeks	**+1-3 stones R**
Sprains: 3 days	**+1 stone R (for sprained part only)**
Burns: 4-8 weeks	**+1 stone R/2 wks recovery)**
Serous internal injury: 4-8 weeks	**+1 stone R/2 wks recovery)**
Poisoning: 3-7 days	**+1 stone R**
Disease: varies	**+1 or more stones R**
Illness: 2 weeks on average	**+1 stone R**
Common Cold: 2 weeks	**+1 stone R for first two days**
Losing your last white stone	**Stunned for 1 panel, get 2 red stones of health**
1 red stone of health left	**Coma**
No stones of health left	**Dead**

Social Interaction/ Communication Modifiers

GamesMastering the interaction between players or NPCs can get tricky, especially in areas like interrogation. How the players carry themselves, what they say, and how they deal with the personalities of the NPCs are all simulated in this game through the use of stones, but they're also affected by how the players actually play their roles. We've listed a number of Situational Modifiers for a wide variety of Actions, including but not limited to: Social Skills, Black Ops, Investigating/Detecting, Business Skills, Gambling, Creating Illusions and Shape Shifting. And these Modifiers just scratch the surface. When you are GamesMastering situations like these, feel free to add Modifiers to reflect your NPCs' attitudes, Resistance to the efforts of the players, and even built-in hatreds, prejudices, etc.

Health-Related Modifiers

These Situational Modifiers are suggested adjustments to Actions during the time period the character would suffer from the condition. The GM should use common sense in applying them: if a character's arm is broken, then she can't use it.

DAMAGE

In combat, damage is the number of stones that remain after defenses are subtracted from an attack. But the Marvel Universe is a dangerous place, and damage can also come at you when you least expect it.

Falling Damage

When a character falls, he can end up taking damage. Think of it as the fall attacking the character. You figure out the "attacking stones" at a rate of 1 stone per 10 feet fallen. Subtract the appropriate Defensive Modifiers. For example, if Cyclops fell 30 feet, he would take 3 red stones of damage -1 stone for his Kevlar body armor. But if Blob fell 40 feet, he would take no damage because of his 4–stone Defensive Modifier. However, as a 3–stone object (he weighs in at 976 lbs.) he would make a nice-sized dent in the pavement.

Once you've determined damage from falling, you can modify that damage before you remove any white stones of health. An Acrobatics Action or a character's Agility Ability can modify the damage that occurs from falling. Subtract 1 stone of damage for every Action Number of the character's Acrobatics. Subtract 1 stone of damage for every 3 stones of a character's Agility Number, rounded down. Note that the character doesn't have to have allocated any stones into Acrobatics or Agility for them to modify the damage.

Non-Combat Damage

Car crashes. Earthquakes. Falling debris. You name it, in the Marvel Universe it can kill you. As with falling damage, described above, the GM should assign an appropriate number of stones worth of "attack" based on the severity of the event. A good way to figure out the attacking stones is to compare the event to falling. Is whatever's happening worse than falling 10 feet? If not, then make it 1 stone. Is it worse than falling 20 feet? If not, then make it 2 stones. And so on…

Environmental Damage

Sometimes, characters will take damage from a condition in the environment itself or the effects of their Actions, such as radiation leaks, poison gas, a poisonous atmosphere or similar conditions. If this is a scenario-based condition, the scenario will tell you the rate of damage. But if it's your own scenario, then the amount of damage is up to you. See the D&R Chart for examples of environmental damage. Feel free to modify them however you'd like. And remember that not all Defensive Modifiers work against all forms of environmental damage. Kevlar may stop a bullet, but it doesn't do a thing against radiation or the vacuum of space.

Collateral Damage and Bystanders

Not every Action always goes as planned, and some powers and weapons are messier than others. So how do you figure out who gets hurt and who doesn't?

Marvel uses the concept of collateral damage. There can be collateral damage whenever a large area-effect Action occurs, such as Avalanche's earthquakes or Storm whipping up a massive hurricane. Collateral damage can also occur when a power misfires, like if somebody were to knock off Cyclops' Ruby Visor. Or when big things start getting thrown around, like if the Hulk and Abomination were tossing buses around and one flew into a crowd. And if a missile slammed into the side of a building and sent chunks of concrete falling onto the heads of bystanders below, we'd want to know who got squashed and how badly.

Now since this is just a comic book roleplaying game and not real life, we're really much more interested in how collateral damage affects the player characters, and the relevant NPCs. Sure, we care about the bystanders, but not as much.

PLAYER CHARACTERS AND NPCs

First, let's look at how to figure out how a misfire or a super power gone out of control would affect the Player Characters and relevant NPCs.

The GM puts 1 red stone into a small bag for every relevant player character and NPC who might be in the way of the path of destruction. Then the GM puts in at least 1 white stone to represent who gets hit. If the item causing the collateral damage is really big or causes multiple target damage, like a machine gun, then the GM can put in more than 1 white stone. Finally, everyone reaches into the bag and draws out a stone. If it's white, that person has been hit, and the stone stays out of the bag. If it's red, that person puts the stone back in the bag and the next person draws. Everyone draws once, or until all the white stones have been drawn.

If only one person draws a white stone, he gets hit with all the stones of damage, which are then compared to his defensive stones. If more than one person draws a white stone, they split the stones of damage equally, with odd stones discarded. If everyone has drawn and there are still white stones, the GM can assign those stones to innocent bystanders and have fun describing the destruction and mayhem.

Area effects are even easier to figure out. All the people in the area are hit by the total force of the area effect, which is then compared to their defensive stones.

BYSTANDERS

You really don't need to figure out what happens to the bystanders at all. Just announce that there were casualties, or even fatalities, and leave it at that.

But let's say you do want to know. Here's what to do if you have a large number of people in the target area, and you want a quick way to figure out how many got whacked without having to figure out what happened to each of them individually. Each of these methods will produce results similar to what would occur if you figured it all out individually, taking into account Modifiers and other factors.

AREA EFFECTS

Bomb blasts, hurricanes, earthquakes, etc. The crowd in the area suffers 10% dead and 20% injured for every stone of effect. That means that if there were 10 stones of effect, everyone in the area would normally be dead.

NON-AREA EFFECTS

The following are all examples of non-area effect collateral damage: The Hulk throws a bus into a crowd, a missile hits a building and debris falls down on the crowd below, a villain does a drive-by machine-gunning into a group of innocent bystanders. The crowd suffers 1 injured for every stone of the attack, and one killed for every 3 stones of the attack.

To figure out the falling debris damage, you can use the "is it worse than falling" formula described earlier. You can also compare the total stones of the missile to the Resistance of the material the building is made from on the Hardness row of the D&R Chart. This is figured as the force of the blast to the building minus the building's Resistance to damage, plus or minus any GM-applied Modifiers for falling damage.

Putting It All Together: How to GM Catching a Falling Character

Let's say Mary Jane Watson was thrown out of a 3-story window while Spider-Man was down on the street 30 yards away. Could he catch her in time?

It turns out something as simple as catching a falling person is really quite complex. And so the way Marvel solves it is very important for understanding and resolving all sorts of questions that may come up. Which is why we're going to spend a little time going into a bit of detail.

In the real world, people and objects fall varying distances over time until they hit a constant velocity. In the first second, Mary Jane would fall 14 feet. In the next second, she'd fall another 30 feet or so. In the next second, she'd fall 50 feet. But that's not the really important part of the equations. The fall itself can kill you before you hit the ground, thanks to the stress put on your body by the dramatic change in air pressure. If you do survive the fall, then the impact can kill you. But people do figure it out. Bungee jumpers do similar things every day. Stunt people learn how to fall from great heights. Skydivers fall from very great distances for a long time without succumbing to the pressure or the jerk of the parachute as it opens.

To figure out the "Falling Mary Jane" problem in real life, you would need to engage in a very complex series of interrelated equations that depend on the speed of the person falling (which varies up to a certain point), the speed of the person catching her and his distance from her, the distance fallen, the mass of the person falling, the Strength of the person catching her and probably a few other variables like terrain, air pressure and the size of the object being caught.

Do you really want to spend your time figuring that out? We at Marvel Universe Roleplaying Game headquarters say NO!

So how do you figure out the Difficulty and Resistance of someone trying to catch someone falling?

Some GMs who like a really simple game use the following method. They merely assign a Resistance Number from 1-10, based on their sense of how the story is going and how likely the character is to succeed or not, and then let Spidey know what he needs to do: "You'd need to spend a total of 8 stones to catch her." This allows the GM to force Spidey to spend the effort without spending a lot of time calculating.

Using your judgment like that and making up a number is fine. Or you can use the D&R Chart to actually figure things out. But if you prefer to follow a simple formula, here's what we recommend.

To model a burst of speed, the character must put in 1 stone of Speed for every 10 yards distance and 1 stone of Strength for every stone of falling damage. If Mary Jane were falling from 3 stories, Spider-Man were 30 yards away, and Spidey put in 6 stones (3 from Speed and 3 from Strength), then he'd catch her and she'd take no damage.

If Mary Jane were falling from 6 stories and Spidey were 60 yards away, he'd need to put in 6 stones of Speed and 6 stones of Strength to save her. But he doesn't have that much Speed, so unless he can figure out another way to get there or some way to stop her fall, then MJ would take 6 stones of damage, which would actually kill her. If he did figure out a way to get there, he has a 5 Strength, so MJ would take 1 stone of damage. (A clever player might think to use Web-Slinging to travel the distance and then use Ranged Combat to catch her in a web, remembering of course to account for the velocity and not stop her too abruptly, but that's a different story and one which doesn't serve our example.)

Now, what if the character doing the catching were flying? Again, rather than have you, the GM, matching vectors and velocities and determining angles of approach, let's keep it simple. For flying, divide everything in the above formula by 3. Why? Flying means you not only get there faster, but you can also absorb much of the impact damage (which is energy) into your flight.

So in that last example, if it were Rogue catching MJ in the last example and not Spidey, she'd need to put in 2 stones of flight speed and 2 stones of Strength.

Also remember that for tricky stuff like this, you can't expect the players to figure it out without your help and then hold them responsible for failure if they don't guess right. They'll build up a tremendous amount of ill will if you don't set them on the right track. (By the way, we'd let the player who thought of Web-Slinging grab her...it's well within Spidey's capability to save her that way!)

One last thing. Feel free to modify this equation in any way you want. If it were Quicksilver doing the catching, his distance would become irrelevant. If it were Blob and he was 30 yards away, he'd never get there in time, so it wouldn't matter how many stones he put into the attempt.

Now, what's the lesson to be learned from this? If you're modeling an entire Universe, you can get as complicated as you want. But if you keep it simple, you can still give the players a challenge, it will still be exciting and it won't slow down play. You can use the basic thinking in this equation for many things that may come up in play.

Vehicles: When Players Get Behind the Wheel

To operate a vehicle, the operator must have a high enough Action Number in Vehicle Operation to overcome the Difficulty of the vehicle. She may also use her Intelligence or Agility, but then these stones will not add to her Maneuver Modifier.

Vehicles also have Resistance Numbers, which represent the need for more than one person to help operate the vehicle. (For instance, a 200–man Shi'ar Battle Cruiser!) You'll find the Difficulties of vehicles listed on the D&R chart for reference.

Some characters (and NPCs) will use vehicles as weapons. Think of ramming as Close Combat and firing as Ranged Combat. To avoid being hit or fired upon by a vehicle is the same as trying to avoid being attacked by Close Combat or Ranged Combat. See P. 84-85 for more on Vehicle Combat.

To determine the results of driving and flying in situations where it is not a given that the operator will succeed, the vehicle operator adds her Vehicle Operation stones and any relevant Modifier stones to the Maneuver Modifier and you compare that total to the Resistance you have assigned to the operation. (See the D&R Chart on P. 80-81, Appendix B: Vehicles on P. 124 and Situational Modifiers on P. 104.) If the character has no Vehicle Operation Action and is using her Intelligence or Agility to operate the vehicle, then do not add those stones to the Maneuver Modifier. Only stones in Vehicle Operation get added to the Maneuver Modifier.

If the character has the ability to operate a vehicle, but has never done it (i.e., has no Lines relating to it and can't point to a previous occurrence), then you should add 1 or more stones to the Resistance. If the character has multiple Lines that mention this vehicle type, then you should let her add a stone to her Action from the General Pool.

For special maneuvers, like pulling a 180-degree turn at high speed, you should add 1 or more stones of Resistance which the player will need to overcome to successfully complete the maneuver.

Note: In some instances, the scenario may include other conditions or specifications that apply as well.

Also note: Many special vehicles will have self-destruct mechanisms, ejection seats and the like. The GM is encouraged to use these devices if the players insist on experimenting with unfamiliar vehicles without having relevant Actions or Specialties. One suggestion is to put 2 red stones and 1 white stone in a bag and pick 1 out: If it's white, the players set off the ejector seat, or whatever else you've arranged for their entertainment.

Characters

CHARACTER CREATION

This can sometimes be the most labor-intensive and time-consuming aspect of any roleplaying game. When all your players are creating characters at the same time, such as at the start of a Campaign, it's okay to ask them each to wait their turn. And of course, when a new player joins, your old players should be willing to give that player the same time as they got when they created their own characters. But we have found that if it's at all possible, have a new player create his character before the next play session, not during it, so you and the player can take as much time as you need without feeling rushed.

Many other roleplaying games leave character creation up to the roll of the dice. The Marvel Universe Roleplaying Game lets players create their own Super Heroes out of their own imagination, much the way the great Marvel creators did. As GamesMaster, your job is to awaken the creative soul within your players. And the first and most important way to do that is to listen.

Let the player talk about the character he is creating. We have found that if you let the player talk until he's done and take good notes, you'll end up with all the data you need to help him create his own Super Hero. If you find that he's a little reluctant or uncertain about how to proceed, feel free to prompt him. But never interrupt. You'll lose what he was about to say and take the chance of missing out on something truly original.

A good way to prompt him is by asking which Super Heroes he likes and why. Were there any powers he ever wished he could have in real life?

The player should be able to visualize his character. Does he fly? Does he fight? Does he have a major flaw? Is he a mutant, a monster or just a human with a special power? How did he get his power? How does it affect his outlook on life? It's important for players to have a sense of the characters they want to play so they'll enjoy playing them.

Once this is done, see if these powers are already written up in the Actions section of the rules. If not, find the closest match and modify it.

If the powers a player wants aren't listed, try to find a similar power or an Action that has the same size effect and use those costs. An example would be if a player wants to play a character with the power of firing quills out of his body. You could look at the quills as a ranged attack much like a Force Blast, but with a limited range and, of course, requiring quills.

If a player wants to have an Action that does damage at a distance, look for powers like Force Blast. Does the power allow movement? Take a look at Flight. Both Spidey's Web-Slinging and Iceman's Ice Slide have a lot in common with Rogue's Flight from a game-mechanics point of view.

Remember, if your player wants to build a character that has never appeared before, that's a good thing and should be encouraged. On the other hand, there is nothing wrong with modifying an already-existing character. Some players and GamesMasters often like to start with a character that already exists and tweak it a bit here and there to make it their own. One of our favorites during playtesting was to take Jean Grey, change her gender, transform her Medical Skills into Detective Skills and play Gene Gray, the Psychic Detective.

This brings up the issue of how many Character Generation Stones to use. If a player is modifying an existing character like Thor or Jean Grey, won't that character be more powerful than a newly created 40–stone character? Yes, it will. Is that okay? Yes, it is. Will some players complain? Yes, they will. Players often complain when they think another player is getting something they're not getting. It's a sticky issue, and we address it more fully in the section on "Balance Between Players or Characters" on the next page. But as for number of stones, if you and your players decide that you want to play more powerful, more advanced characters and fully formed gods, then feel free to increase the number of Character Generation Stones accordingly. Try a 60–stone campaign. Or even a 70–stone one. It's your world, and the choice is up to you…and to your players, of course.

Keep in mind that while a character can combine Actions and Modifiers like ice cream flavors, there are some combinations that taste better than others. Try to keep a player within the theme she has created. If she wants to be a super-strong fighter, then it might not make too much sense to also be a telepath. If she's decided that she wants to play a character like Wolverine, then Invention might not be appropriate.

With the character creation rules it is possible to build almost any Super Hero or Super Villain, so some limits are needed. Watch out for people building unreasonable characters or exploiting the character creation rules for pure power. Since the idea of this system is to allow the players to build almost any characters that they want, there is room for misuse.

If a player is a few stones short designing the character he wants, then you might suggest some Abilities he may want to reduce or Actions he might not really need. Or you can help the player find some Challenges that will get him the stones he needs while adding depth and dimension to his character. The system has been designed so that the only way to get to the power levels that most Marvel Super Heroes have is to take some Challenges.

If the player really needs more stones for something integral to his character, and he hasn't been frivolous by taking Actions or Abilities outside his character's theme, then you can be more generous and help him find bigger Challenges that would be in keeping with his character.

And always keep in mind the story about the player who came up with a character named Spider-Man. In order to get all his amazing powers, he needed a lot more stones than he was given to start with. What he needed was for the GamesMaster to come up with a really big Challenge. So the GamesMaster said, "Spider-Man, I will generously give you all your great power and all your amazing abilities. But in return, your Challenge is to be responsible for your friends, for your loved ones, and even for innocent souls you've never met. I will constantly plague you with angst, so that you will never have it easy. I will interrupt your life with no mercy. And when you fail, the people you love will suffer the most."

When in doubt, remember that the idea is to empower your players and let them do what they're trying to do, not restrict and taunt them.

CHALLENGES AND DISADVANTAGES IN PLAY

As we've said before, Marvel characters have flaws, feelings and real human problems to go along with their super powers. As GM, part of your job is making sure your players roleplay their characters' Challenges and Disadvantages.

How do Challenges and Disadvantages work as a game mechanic? They interact with the game in one of two ways. They either have specific impact on the use of Actions or Modifiers within the game, or they influence roleplaying.

Let's start with Challenges and Disadvantages that influence Actions within the game. As GM, you should try and bring your players' problems into play. For instance, without his Ruby Visor, Cyclops' Optic Blasts are impossible to control, and he has to keep his eyes closed. So have someone like Toad steal the Visor with his tongue. Or have it get damaged in an explosion. Storm's weather control is very powerful, but it can cause harm to innocent bystanders and her fellow players. Create situations where Storm has to choose between doing what will work and endangering others. Rogue can't make physical contact without stealing energy and memories. So put her in situations where she can't avoid touching someone, or where she has to make a hard choice if she does.

One built-in Challenge that all characters face involves their relative power. Energy beams, earthquakes, hurricanes and supersonic speed are just some of the awesome powers your players will be wielding in this game. A Super Hero should have little problem against an ordinary criminal; the Challenge is controlling his power so as not to kill his opponent or level the neighborhood. If a player misuses or abuses his powers, then confront him with the consequences of his Actions as we discussed earlier.

Then there are the Challenges and Disadvantages that influence roleplaying. When players create their own characters, they will be following a formula that forces them to incorporate at least one Challenge into roleplaying their characters. Some of these Challenges will be simple to play and GM, such as fear of heights. Others, such as "Compulsion to stick up for the underdog" or "Haunted past," require addressing through plot development.

Most of these Challenges are psychological in nature and are part of how the character sees his relationship with the world. This means Challenges revolve around the question of characterization. Think of your players as actors playing their roles. The player acting as Spider-Man should express Peter Parker's teenage angst and his feeling of guilt over the death of his uncle through his inaction. The whole "with great power there must also come great responsibility" thing.

You need to create opportunities for a character's Challenges to be activated. For Spider-Man, put him in situations where he has to choose between doing his duty or dealing with everyday things like school, work, family and friends. For Wolverine, endanger his sidekicks. Bring up his mysterious past in ways that surprise and unsettle him. Put him in a situation where he has to choose between his better nature and his instincts, like running off to chase Sabretooth or sticking with the group and following Cyclops' orders.

These Challenges aren't resolved through Modifiers. These are *Challenges that can only be expressed through roleplaying* and plot. If the players address their Challenges in play, as GM you can award them Lines for good roleplaying. Players who, in play, express their agony should get credit for it. Players who conveniently ignore their Challenges aren't roleplaying their characters well. So, they would get fewer Lines for roleplaying than other players do.

Take someone playing the Hulk, for instance. When he turns into the big green guy, he had better smash some things up. He needs to play Hulk as if he were virtually, but not totally, out of control. He doesn't have to kill his fellow players, for instance. But if he's playing Hulk as both smart and strong, he's not playing the character correctly. (Well, okay, if he's playing the Hulk during the period in the comics where he was the smart guy in the green body, or the Grey Hulk, then that's different. But you know what we mean!)

Now, some GamesMasters would take over playing the Hulk at that point. They'd say that when Bruce Banner transformed into the Hulk, the player lost control of him. And then the GamesMaster would play the Hulk the way he should be played. But players won't like that, and you may find that they lose their trust in you. And that's never a good thing.

Instead, we suggest that the way you deal with a situation like that is to explain to your player what kind of roleplaying the character requires, and don't give him any Lines of Experience for roleplaying until he starts actually playing the role.

ASSISTING PLAYERS WITH CHARACTER ORIGINS

Usually, you will want to help players come up with their characters' origin stories. *It allows you to tie the players into* your storyline, building plot hooks for your use later. Also, sometimes players want to come up with truly outlandish origins that just don't work, even for comic books.

The process itself is pretty simple. First, make sure you understand what the character is like, and who the player wants the character to be. Then look at the list of Origins on P. 73. Which origin makes the most sense? If the character wants to be intelligent and a scientist, then an experiment gone awry always works nicely. Anything from "Serum or Drug taken once" to "Mutagenic Accident" to any of the "Radiations" would fit the bill. If the character wants to be a teenager and doesn't really have a strong feeling for an origin story, then make her a mutant. One day she hit puberty and there she was, super powers and all. If that's not working, there's always enchantment. Or possession. Maybe she's an alien, stuck here on Earth; maybe she's a spirit or demigod. If Marvel has been able to squeeze thousands of characters out of those 15 origins, you and your players should have no problem at all.

SETTING CHARACTER GOALS

Listen to your players when they create their characters. What are their goals? Do they set themselves any particular Challenges, such as avenging a parent's death, righting a great wrong or curing a disease?

Also remember that not every player will have similar goals. Some may want to rule the world, while others may want to protect a world that hates and fears them.

Work their goals into your Adventures. Give the players what they're looking for and they'll play that much more intensely because it will mean more to them. And remember to *award them extra Lines if they achieve those goals.*

BALANCE BETWEEN PLAYERS OR CHARACTERS

Other roleplaying games are very concerned that all of the characters in a group have roughly the same power. GMs try to set up groups of people who all have about the same experience level as players. They feel it makes for more balanced playing groups, where everybody can make equal contributions. But that's not the way it works in the Marvel Universe.

In the Marvel Universe (and therefore the Marvel Universe Roleplaying Game) nothing is balanced, but everybody has something to contribute. The biggest reason for this is that each character has his own unique super power. Sometimes, characters who seem to be less important find ways to become the most important of all. The tiny Wasp has been one of the most important Avengers for decades. Sue Storm seemed to play second fiddle to Reed Richards until Reed disappeared, and Sue proved she was an invisible force to be reckoned with. You should encourage your players to do the same thing. In the Marvel Universe, everybody matters.

That goes for players as well as characters. Marvel is simple enough that even beginning players should have no problem playing alongside more experienced, older players. The youngest playtester we had was 8 years old, playing Beast, and he was beating up on the Brotherhood of Evil Mutants right alongside a player five times his age.

In 40 years of comic books, Marvel has pretty much matched up everybody against everybody else at some time or another, and yet the good guys have usually managed to make it out alive. *Spider-Man has fought the Hulk, and lived to joke about* it. And what's fair about that? If the most powerful character always won, then how come Galactus didn't eat our planet at least once out of all the times he's dropped in for a visit?

That said, you may find that some of your players really, really, really want to be as strong as the other characters they're playing with, and they won't play unless they are. They don't want to take on more Challenges, they just want to be "equal" to the Hulk and Thor. When that happens, we suggest giving in. After all, the Marvel Universe Roleplaying Game is all about letting players be the Super Heroes they always wanted to be. And it's within your power as GamesMaster to make their dreams come true.

AWARDING LINES OF EXPERIENCE

Between 1 and 5 Lines should be awarded at the end of every Mission or Issue. If you award them after every Mission, your players will advance more quickly than if you award them after every Issue. This is not always desirable. Also, the more frequently you award Lines, the more time you must spend with your players deciding where to put the Lines. We suggest awarding a range of 1-3 Lines per Mission or 1-5 Lines per Issue.

Here are some basic guidelines for awarding Lines to your players:

- 1 Line should be awarded for just showing up for the game.
- 1 Line or more should be awarded for roleplaying the character very well. This can be determined by the GM by asking just a few questions:
  - Did the player play out any Challenges that she has?
  - Did she roleplay her character the way it's designed?
  - If the character has an alter-ego (like the Hulk) or is insane (like Bullseye or the Green Goblin), did the player live up to the requirements of the role?
- 1 or more Lines relating to Mission Objectives. Mission Objectives are given with each Mission to provide a framework for events, goals and direction for the players. Completing the Mission Objectives is vitally important. If there's a winning or losing aspect to the game, then completing Mission Objectives is it. Whether you are using a pre-made Adventure or making up Adventures of your own, you should include at least a Primary Objective, and possibly a Secondary Objective and a Bonus Objective as well. At least one Line should depend entirely on the successful completion of Mission Objectives, and any player who has a direct hand in completing a Mission should get a Line. If a player has directly contributed to more than one Objective in a Mission, then that player should probably receive more than one Line.
- 1 Line for the best player or group of players, if any. If someone did something really cool or very clever, then she should get another Line.

As the GM, you will see some games where the players spend all their time talking or digressing, and never get to the Mission. If the players fail the Mission, or if in the opinion of the GM they leave the world worse off than it was, then they should get *no* Lines for Mission Objectives. (Of course, if they skipped the Mission for a good reason, like saving the world, then you may want to consider awarding them special Lines.)

In summary, you award Lines based on what your players have done that Mission or that Issue. Players allocate their Lines *into Actions related to what they received the Line in. And it's your right to approve where they allocate those Lines. They must allocate them to something connected to the Adventure in* which they experienced them. The Add-A-Line System is supposed to empower players, not drive GMs crazy. If the Action to which a player wants to allocate a Line makes no sense, then don't allow it! As GM, it's your call.

ADVENTURES

USING PRE-MADE ADVENTURES

First, read all the Missions that make up the Issue. As the GM, your role is to ease the flow of play, control pacing and resolve Actions. You need to be familiar with the entire Adventure. By having read the Issue, you'll know where you need to get the players to go. You'll be equipped to steer them there and to respond if they wander off track.

The rules are here to help direct the flow of play, not restrict it. Marvel is designed with the assumption that your players want to play a Marvel Super Hero doing Super Hero sorts of things in a Marvel sort of world.

Remember, this is a roleplaying game. If the players describe a plan that is outside the scenario, don't stifle them. Go with the flow. You'll have plenty of opportunity to redirect them back into the storyline, so you never have to appear to be forcing them to go someplace they don't want to go.

The Adventure we provide, *We Live Here, Too!*, features a chase to find a mutagenic drug laboratory. This 3-Mission Issue is designed with the idea that the players will go the way we want them to go. But what if they don't? For instance, what if the players decide that the way to find the lab is to go underground at the more trendy clubs in town and use their Social Skills to uncover the source? Then just skip to the club in Mission 2. (You can change the club's name and description of the interior, and use it as more than one club. Of course, they won't find what they're looking for until they get to Club Noir, but they can have fun clubbing until then.)

As the GM, you must roll with the punches and keep up with the players. Remember, they have free will. If the players go off the storyline, give them a chance to create their own. If a player comes up with a strange idea, your first thought as GM should be to empower that player, not stop him. Whatever the players come up with, as long as you keep directing them back into the storyline, you'll have plenty of material to help you tell a great story. Which is what this is all about anyway.

CREATING AND PLANNING ADVENTURES

Creating Adventures can be a lot of fun. The first thing to consider is for whom you're designing the Adventure. What do your players like? If they prefer combat, plan for fights. If they like to talk, put in people to be questioned. If they like solving problems, fill your Adventures with mysteries and puzzles.

Next, decide on a theme. This can be as simple as a robbery or as complex as a plan to take over the world. You should have a clear understanding of what's going on, even if it may be less clear to the players. In comics, this is called the backstory and is the first thing you need to create.

When looking for a theme to design an Adventure around, look at previous Issues and see if there are any lost plot hooks *to pick up: a villain who escaped or just got out of jail; a bystander the players interacted with. Villains can return to plague the players; bystanders can ask them for help.*

Another strategy is to make up a group of encounters, choosing villains, henchman and the like, then ask the players what they are doing at the moment, and work an encounter with the villains into the situation. Many a Marvel story follows this pattern: "You're walking down the street when all of a *sudden..." Keep a villain or two on hand for quick encounters.* A group of human robbers can make a big impact on the game and give the players an easy victory. Such encounters can also be used to keep the game moving when the players have no clue what to do next.

And remember, this is Marvel. One of the best opponents for a Super Hero to fight is another Super Hero. Guest-star

Super Heroes show up in other character's comics all the time, usually leading to a misunderstanding and then a battle, until the two sides get a chance to talk and realize it was all one big mistake. (Or not.)

For other ideas, consider playing issues of your favorite comic books! These can be either current, ongoing storylines or classics from your collection. Your players can act out the stories as written, using the original Super Heroes, or they can put their own characters in the story. Imagine playing your favorite issue of *Amazing Spider-Man* or *Uncanny X-Men*. Your players will probably make different choices than the original participants, resulting in a completely different ending.

Marvel will periodically produce new supplements, complete with new Issues for you to run for your players. Usually our Issues will have 3 Missions in them, and the average Mission will include 2-3 Scenes in it. Each Mission has a distinct set of Mission Objectives. You and your players should be able to easily complete a Mission in an evening. You usually won't be able to play an entire Issue in a single session.

All of the Missions in an Issue are unified by a common theme and build to a common climax. You can choose to follow this same pattern when making up your own adventures.

The first Mission is the setup: The players learn of the problem and can gather information about it. There are many ways to introduce the players to the Mission. They can read about it in the papers or see it on the news. They can meet someone who has a problem. They can get a panicked call from a friend needing help. An old enemy can confront them. There are nearly as many reasons for an Adventure as there have been Marvel Comics, and that's saying a lot.

Once you've got the players off and running, they should have a series of encounters. These can be anything from finding out critical information to battling villains. Make sure there is enough going on so everyone has something to do.

In the second Mission, the players should begin to unravel the foe's plan. There should be an even more difficult Combat situation or problem to solve. Remember, we're building up to the big climax in the third and final Mission of the Issue.

The third Mission is the climax of the entire story. The players attempt to resolve the Issue, frequently involving a knock-down, drag-out battle.

Players should never be forced into an Adventure. Even if you have designed the greatest story in the world and the players won't bite, don't sweat it. It's pretty easy to lead your characters into the Adventure you want them to have. There are dozens of ways to get to the place you need them to be.

Be aware that if you want the players to do something, you may have to give them a good reason to do it. For example, in order to get the players to hunt down a villain, that villain may first have to attack them or someone they care about.

If the players decide to follow up a strange clue or are looking for trouble, they should probably find it. But not always. A good dead end now and then really keeps the players on their toes.

SETTING MISSION AND ISSUE DIFFICULTY LEVELS

Setting obstacles for players is important. Your job is to continually determine the right level of difficulty to keep challenging and stretching your players. Missions should take about 2 hours to play. If the players are breezing through them, that's a good signal that they're too easy. If the players are beating the villains too easily, then make the villains more powerful. But don't make them so strong that the players get disheartened.

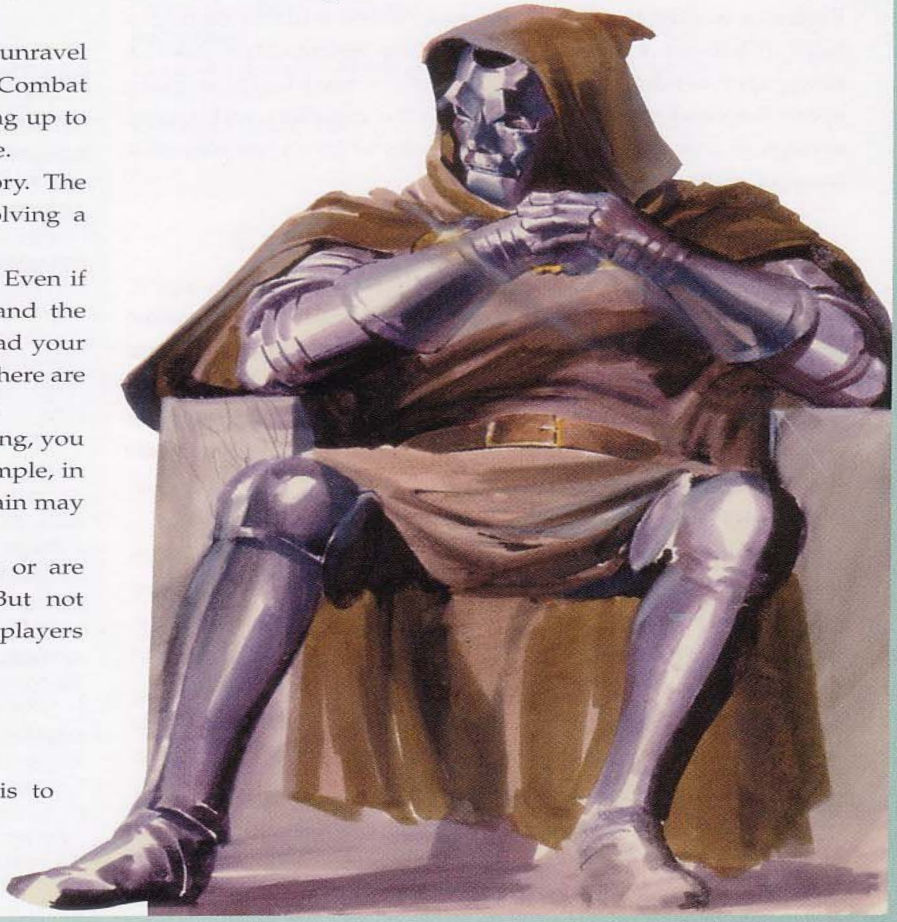
Balance the villains' powers against that of the players. Keep in mind that if the players can't fly, then villains who can will just escape. If the players can fly, then make sure to throw in a flying villain every once in a while. If the players have powerful Ranged Combat attacks, then the villains may not have the chance to do anything before they are all beaten unless they also have Ranged attacks. Throw in some telepathic enemies, or goons with energy weapons.

A general rule is an eye for an eye. But keep in mind that it doesn't always have to be a fair fight. Sometimes your players should have to run away and regroup. And if they choose to stand and fight against overwhelming odds, well, that's what Super Heroes are supposed to do, isn't it?

Keep the number of villains in line with the number of players. If you find that you are running a game for fewer people than you had thought, reduce the number of foes to keep it in line with the players' powers.

When figuring out appropriate enemies for your players, it can help to add up all the stones the players have, as well as the number of Ranged Combats and Close Combats attacks, and use these as benchmarks for designing villains with similar attributes. The villains should have enough power to force the players into making real choices as to what to do.

If the players are mopping up the opposition without a real fight, then increase the opposition. Don't hesitate to add more goons, Super Villains and bystanders to an encounter in progress to make it more of a challenge. Give the opposition some really neat energy weapons with unusual effects, like Area Stun or Freeze Rays.



On the other hand, if the players are losing all the time, then make the opposition easier. Your players will only have fun if they are challenged, but at the same time they should also feel that they have a fighting chance. Sometimes GamesMasters add villains just to keep a fight going, or because they really want to smash the players. But we believe the players have a right to win if they haven't done anything too stupid.

Remember your players' Challenges and use them. If a player is blind, then have the villains wear gang colors. It's up to you to help your players cherish their Challenges as parts of their characters, and roleplay them to the hilt. How much fun would it be to play Daredevil if he could see?

Creating Non-Player Characters

GMs play all the characters that the players encounter, including regular people and the occasional Super Hero. Usually this means playing all of the bad guys, from Super Villains to the lowest level goons. Even the strongest Super Hero often has to get past a gang or two of regular bad guys before finding out what's really going on and who is behind all the trouble. You'll want to have as many of these characters as possible set up before the Adventure starts. It can really slow down play if your players have to sit around while you figure out their next opponents.

We've provided you with some basic NPCs below. Feel free to use as many of these as you need to match up with the team of players you are running the game for. And remember, Marvel criminals are often armed with interesting weapons and abilities. You can easily add some fun and vary the mix by giving the lead goon an enhanced Strength, or some kind of weapon the players don't recognize.

Also remember that you don't have to fully flesh out NPCs who are just there to provide information. You can have Professor X give the X-Men an assignment without having a fully filled-out CAD on him. When Spider-Man asks a newspaper vendor a question, you don't need to know more about the vendor than the answer to the question, and maybe enough of a description of how he looks to give your players a sense of reality.

Examples of Basic Non-Player Characters

So you want to put together a gang of villains to go after your players? Maybe some police to get in the way? Here are some NPCs you can use to populate your game. Notice that your standard human can be built for about 7 stones or less using the same character creation system players use to create their characters.

The following are basic NPCs:

HUMAN (INNOCENT PASSERBY)

ABILITIES

Intelligence: 1 or 2, Strength: 1, Agility: 1, Speed: 2, Durability: 1

STONES: 1 white, 3 red

EQUIPMENT: Cell-Phone, Swiss Army Knife (+1), Cash

ACTIONS: Office Job: 3, Social Skills: 2 Office Politics, Family and Friends, Vehicle Operation: 1

BEHAVIOR: Will run away from danger. May run the wrong way. May decide to be heroic and get in the way.

(To make a different sort of person, just add Actions. A teacher would have Teaching at 2 or 3, for example.)

STREET-LEVEL LEADER OR ELITE MINION

ABILITIES

Intelligence: 1 or 2, Strength: 2, Agility: 2, Speed: 2, Durability: 2

STONES: 2 white, 6 red

EQUIPMENT: Custom Pistol (+2), Knife (+1), Cell-Phone, Some Cash

ACTIONS: Close Combat: 2 (+ Weapon or Strength), Ranged Combat: 2 (+ Weapon), Vehicle Operation: 1, Leadership: 2, Social Skills: 2 Professional Criminal, Gang

BEHAVIOR: May be a member of organized crime or may lead a cell or section for a major villain. Will tend to be smart, sensible, tough and determined. Will often intervene to handle things himself. He will not willingly reveal his boss or contacts unless suffering at least 3 red stones of damage under questioning or if a player with at least a 3 in any relevant Social Skill threatens him (Resistance 4 stones).

(This is also a beefed-up human. Add to Strength and make them football players, or to any other Ability or Action for special effects.)

LOOKOUT, THUG (KID)

ABILITIES

Intelligence: 1 or 2, Strength: 1, Agility: 2, Speed: 2, Durability: 1

STONES: 1 white, 3 red

EQUIPMENT: Pistol (+1), Knife (+1), Cell-Phone

ACTIONS: Close Combat: 1 (+ Agility or Weapon), Ranged Combat: 1 (+ Weapon), Vehicle Operation: 1

BEHAVIOR: Will not confront, but will try to avoid contact and report back for further instructions (breaking contact, delaying for backup, etc.). Could be a kid in over his head.

(Add Thieving at 1 or 2 and you've got a perfect pickpocket.)

ALL-PURPOSE MINION (PUNKS, GOONS, HENCHMAN)

ABILITIES

Intelligence: 1, Strength: 1, Agility: 1, Speed: 2, Durability: 1

STONES: 1 white, 3 red

EQUIPMENT: Knife or Brass Knuckles (+1), Pistol (+1), Some Cash

ACTIONS: Close Combat: 1 (+ Strength or Weapon), Ranged Combat: 2 + (Weapon), Vehicle Operation: 1

BEHAVIOR: Not particularly bright; does not fight particularly fair. Usually found in the employ of villains. Will not willingly reveal any information unless suffering at least 3 red stones of damage under questioning or if a player with at least a 3 in any relevant Social Skill threatens him (Resistance 4 stones).

(This can be a soldier, a guard, any minor person with some idea of how to fight.)

STANDARD COP

ABILITIES

Intelligence: 1, Strength: 1, Agility: 1, Speed: 2, Durability: 1

STONES: 1 white, 3 red

EQUIPMENT: Nightstick (+1), Pistol (+1), Kevlar Vest (+1) Defense, Handcuffs, 2-way Radio

ACTIONS: Close Combat: 2 (+ Agility or Weapon), Ranged Combat: 2 (+ Weapon), Criminology: 1 (+ Intelligence), Vehicle Operation: 1

BEHAVIOR: Usually non-hostile, but will respond to any obvious illegal activity. May possibly be bribable (GM discretion). Can and will call for backup, if necessary.

(Firemen are similar except instead of Ranged Combat they get an Action Number of 2 in Firefighting and Axe (+2). To make a supercop type, just increase an Ability. A Strength of 3 would be one of the strongest cops in the world.)

ARMED SECURITY GUARD

ABILITIES
Intelligence: 1, Strength: 1, Agility: 1, Speed: 2, Durability: 1

STONES: 1 white, 3 red

EQUIPMENT: Pistol (+1), Cell-Phone

ACTIONS: Close Combat: 1 (+ Strength or Weapon), Ranged Combat: 1 (+ Weapon), Vehicle Operation: 1

BEHAVIOR: Will confront for official purposes. Will be less suspicious if everything seems to be in order. Will call for backup if he suspects trouble.

GENERIC SUPER HEROES/ SUPER VILLAINS/DEMONS

Here are a few generic super-powered types to flavor your campaign. Remember that when you're choosing opponents for your players, if you want to keep play exciting, then give the villains powers similar to the heroes. If your heroes can fly, you should throw in villains that can fly too. If the players have ranged attacks, the villains will never get close enough to make it a fight unless you give the villains ranged attacks as well. We've also thrown in a few Demons that you can use as a basis for creating whole hordes of nastiness.

The following are 30, 40 and 50–stone NPC Super Heroes or Super Villain templates (no Challenges). Customize them by substituting Actions and adding Challenges.

30–STONE SUPER HERO/SUPER VILLAIN

ABILITIES
Intelligence: 2, Strength: 2, Agility: 3, Speed: 2, Durability: 3

ACTIONS:
Close Combat: 5 (Agility or Weapon)
Ranged Combat: 3 (Weapon)
Social Skills: 3
Vehicles: 3
Choose 2 of the following
- Ice Blast Level: 8
- Perception: 7
- Flight: 7
- Thieving: 8

40–STONE SUPER HERO/SUPER VILLAIN

ABILITIES
Intelligence: 3, Strength: 6, Agility: 6, Speed: 3, Durability: 5

ACTIONS:
Ranged Combat: 5 (Weapon)
Social Skills: 3
Black Ops: 3
CHOOSE 1 of the following
A) Close Combat: 1 (Strength & Agility or Weapon) or
B) Close Combat: 6 (Strength or Weapon)

MODIFIERS
Toughness: 5, Enhanced Healing Factor

50–STONE SUPER HERO/SUPER VILLAIN

ABILITIES
Intelligence: 6, Strength: 6, Agility: 3, Speed: 3, Durability: 4

ACTIONS:
Close Combat: 3 (Strength or Weapon)
Fire Mastery: 7 (all Options)
Flying: 5
Social Skills: 3

You can substitute any Mastery for this character. Note that Flying is purchased at discount of –1 Cost Level because it is being bought with a Mastery.

The following are sample Demons to be used for Summoning or other magical purposes:

WARRIOR DEMON

This is a strong, powerful warrior Demon. For weaker Demons, lower Abilities, Actions and Factors.

ABILITIES
Intelligence: 1, Strength: 7, Agility: 3, Speed: 3, Durability: 5

ACTIONS:
Close Combat: 7 (Strength)
Force Beam: 5
Fly: 3

FACTORS:
Control Factor: 5
Binding Factor: 21

KNOWLEDGE DEMON

This is a good template for other non-combatant Demons. For a Transportation Demon, for example, substitute Teleportation or Flight for General Knowledge, and switch Intelligence and Speed.

ABILITIES
Intelligence: 7, Strength: 3, Agility: 1, Speed:1, Durability: 3

ACTIONS:
General Knowledge: 7 (Intelligence)

FACTORS:
Control Factor: 1 red stone + 1 new fact/5 Panels
Binding Factor: 5

ENERGY-STEALING DEMON

This is a dangerous Demon. Once called, it is unwilling to leave without having drained at least 1 victim. Demon takes 1 white stone upon successfully being Summoned. It doesn't have to be from you, but it must be from someone in the immediate vicinity.

ABILITIES
Intelligence: 2, Strength: 2, Agility: 7, Speed: 5, Durability: 5

ACTIONS:
Drain Energy: 7
Close Combat: 3 (Agility)

FACTORS:
Control Factor:1 white stone in advance, 1 white stone/victim
Binding Factor:15

Creating Maps and Locations

Maps are good to have, though not necessary. They make it easier for you and your players to keep track of where you are in relation to everyone else (which can be important in a big fight). These can have as much detail as you like, from very exact representations to basic outlines of the area. Usually they are just used to give the players a general idea of what they see,and where the threats are coming from.

Some GMs prefer to have the players draw the map as the story moves along, creating a picture of what they see based on your verbal descriptions. This can serve to keep your players really involved. Role-playing is a game of the imagination... force your players to use theirs!

You can also recycle and adapt maps. Just because you call it "Green Goblin's Secret Lab" in one Issue doesn't mean you can't call it "Ultron's Underground Lab" in the next. Just change things a bit to keep them guessing.

Most Marvel Adventures take place in New York City. If you live outside New York we suggest using a tourist map.

THE PREMIERE ISSUE: *WE LIVE HERE, TOO!*

A MARVEL UNIVERSE ROLEPLAYING GAME ADVENTURE

Warning! The players should NOT read this. ONLY the GamesMaster should read this section. This section contains the storyline and solutions to all the problems encountered, so it would defeat the purpose for anyone playing to have foreknowledge. For one thing, it would spoil an important part of the fun if, as a player, you already know what mysteries lie around the corner. And beware! Not only is the wrath of the GamesMaster terrible (and occasionally fatal), but your GM will change the story around and you'll wind up with wrong answers anyway! So if you are a player, please make life easier on everyone (especially you!) and read no further.

YES, THIS MEANS YOU!

Good. Now we're alone. And that's good, because we've got an especially fun, 3-Mission Introductory Issue for you to throw at your players.

Unlike other roleplaying games, the Marvel Universe is set in NYC and its environs. And while future supplements may take you to exotic places like Genosha and the Savage Land, we're going to start right here at home in NYC, just like Marvel did all those years ago.

As the GamesMaster, part of your job is to create a world for the players to play in. Even though you are playing a specific scenario and going on a relatively well-defined Mission, there is (in theory) a whole world going on around you, one that may affect your players and be affected by them.

This requires a conceptual background. For this game, think of New York City: big, dark, full of promise and pain. This is where your players live and it is where this scenario is taking place.

This first Issue has been written using examples for the X-Men, Spider-Man and Daredevil. But it could just as easily accommodate the Punisher, the Avengers, the Fantastic Four, or any other lineup you wish to play. And it can most definitely be run for unique characters created by you and your players.

MISSION 1

GamesMaster Briefing
(You may reveal this to players):

PRIMARY OBJECTIVE:

Find out where people are getting the R drug.

SECONDARY OBJECTIVE:

Cut off the supply of R at the street level.

BONUS OBJECTIVE:

Get a sample of the R drug so somebody can fabricate a cure and undo the mutations. (If you're playing the X-Men, then Beast and Jean Grey would do it. If Spider-Man is the protagonist, then he would want a sample for Dr. Curt Conners. If it's Daredevil, he'd probably bring the sample to a friend at St. Vincent's Hospital. You get the picture. Just modify the scenario for whichever of the starting heroes are playing.)

There is a new drug called "ReNew" appearing on the streets of New York that is causing mutations in normal teenagers. The mutations begin small: noses elongating into snouts, ears lengthening, nails turning into claws. With continued use, the mutations increase. Skin changes into fur or scales, eyes develop secondary lids, tails begin to grow. The mutations take place while users sleep. Its only effect on mutants is to render them temporarily unconscious. Apparently, the drug is becoming popular because it also infuses the user with strong and gratifying feelings of righteousness, clouding the mind. The mutations are otherwise harmless, so the mutated teens are going back to school, in fact becoming celebrities to some of their fellow students. This is *fueling more experimentation* with the mutagenic drug. About 1 out of 1,000 uses results in a mutation. Its origins are a mystery. Stories and rumors are beginning to appear in the media. No one is "claiming credit" for the drug, and the press is speculating that criminal mutants may be behind the drug's existence. It's still a new story, but it is starting to cause real concern. Of course, heroes are not the only ones who read the papers. Villains, each with motives of their own, have also taken what turns out to be more than a cursory interest in what has come to be known as ReNew.

The weather is overcast and the wind is blowing from west to east. The GamesMaster should make a note of the wind direction on each map to provide clues for characters with acute senses like Wolverine's sense of smell.

Here are a few sample headlines to reveal to your players. Among the obvious red herrings and despite the prejudicial slant, there will be useful info including where the players need to start their investigations.

NEWS ITEMS! *DAILY BUGLE*:

- Spider-Man Front-Man for Black Market? Is Spider-Man really the front-man for the million dollar black market in rare species taken from the Savage Land?
- New Security Laws! Legislation is being considered for both mutants and anti-mutant zealots alike.
- ReNew Turns Teens into Mutant Freaks! New Drug Causes Mutations in NYC High School Students. (Inner City High School is pictured).
- *Is Nobody Safe? Rumors that ReNew is the work of a devious* mutant conspiracy to subvert our society by changing our children into mutants.
- Feds and Freaks: Government and Mutants Secretly Working Together. New evidence proves Brotherhood and the government have cooperated in the past. (The Brotherhood has made a deal with the FBI and are currently "working" with the FBI against domestic terrorism, and the press has gotten wind of it.)

ENTRY POINT FOR THE PLAYERS

There are many motives for the players to go on the Mission, regardless of their backgrounds. They all have reasons to be *concerned about the mutagenic drug*, some of which are reflected in the following Mission Objectives on the next page:

- If the player is Spider-Man, the story has been in the *Bugle* and on its website. Peter can be assigned to go to Inner City High School to take pictures of the mutated kids.
- If the player is Daredevil, his HQ is located near Inner City High School (Hell's Kitchen), and he would naturally be interested in stopping the drug trade in ReNew. He may automatically assume it's another chance to nail the Kingpin.
- If the players are X-Men, they are interested in all things mutant, and certainly a mutagenic drug that is causing mutations and stirring up anti-mutant sentiment.

GM NOTE: All the abovementioned Super Heroes, in spite of their powers, are people who respect the privacy of others (within reason) and act with restraint. They will be reluctant to cause damage to public property and will have no desire to tangle with the law or otherwise attract unnecessary attention.

In the case of Telepathy, for example, Jean Grey would be against intruding on an innocent person's mind unless it was her only choice. Cyclops would probably agree. Beast could eloquently discuss the sanctity of an individual's mind and the right to avoid self-incrimination. (Wolverine, on the other hand, would probably say, "Just do it," though, especially if Cyclops weighed in on the other side…)

But the fact remains that being a Super Hero also carries a wider responsibility to society. Neither the GM nor the players should ever forget that!

GM should clearly focus players on Inner City High School as the first place to start. The players will know of the high school from the news headlines or television, and the GM can make up more news stories to steer them in the right direction.

Scene 1

(Refer to Area Map of High School/West Side Hwy.)

There are many students hanging around outside whatever time they get there, with a teacher and a security guard at the door. Resistance to answering questions = 2 stones.

The players need to find out that the mutagenic drugs are being sold alongside the West Side Highway a block or two away from the school. Most of the play in this scene will take place around the school and near the West Side Highway on the Area Map we've provided. If for some reason players end up going into the school, that's okay. Just describe your own school, or any school you remember.

No one seems willing to talk to the players. The teachers will try and stop players from interrogating students. Guards will try and remove them from the area. Students will be reluctant to discuss anything with outsiders/strangers and will ignore, avoid contact with or even insult the players. A few of them will simply refuse to answer and walk away. The players should let them go—they are totally unwilling to answer questions and will profess to know nothing if confronted. They are provided as a possible trap to egg your players into imprudence and/or overreaction.

If the players spend at least 2 stones on an appropriate Social Skill, they will be able to zero in on the students more likely to talk to them. But not until the players have played at least 2 stones in (any) appropriate Social Skill will even the most approachable of those in front of the school be willing to talk. Unless extra stones are played, the GM should portray the students as evasive. They will be taciturn in any case. They will all know where ReNew is being sold but are (understandably) not necessarily eager to reveal to just anyone that they have this knowledge. Perhaps they are afraid the players are narcs and want to appear "not in the know," so they will need reassurance. Perhaps the students don't want to risk finking anyone out and need to make sure you won't go to the principal. Maybe a teacher sort of suspects but doesn't want

TEACHER ① ③

ABILITIES:
Intelligence: **3**
Strength: **1**
Agility: **1**
Speed: **1**
Durability: **1**

EQUIPMENT:
Cell-Phone
Pens
Papers

ACTIONS:
Teaching: 3

BEHAVIOR: He is just outside the school on a smoking break. He will be very reluctant to talk with anyone about anything. If bothered will retreat into the school.

SECURITY GUARD #1 ② ⑥

ABILITIES:
Intelligence: **2**
Strength: **2**
Agility: **2**
Speed: **2**
Durability: **2**

EQUIPMENT:
Gun **(+1)**
Handcuffs
Cell-Phone

ACTIONS:
Close Combat: 2 (+ Weapon or Strength)
Ranged Combat: 2 (+ Weapon)

BEHAVIOR: He is trying to get through the day without any problems. He will be friendly enough to the players, but knows very little about what is going on.

SECURITY GUARD #2 ② ⑥

ABILITIES:
Intelligence: **2**
Strength: **2**
Agility: **2**
Speed: **2**
Durability: **2**

EQUIPMENT:
Gun **(+1)**
Handcuffs
Cell-Phone

ACTIONS:
Close Combat: 1 (+ Weapon or Strength)
Ranged Combat: 1 (+ Weapon)

BEHAVIOR: This is his first day on the job. He is very jumpy and has a tendency to yell.

KIDS ① ③

(HANGING AROUND OUTSIDE SCHOOL)

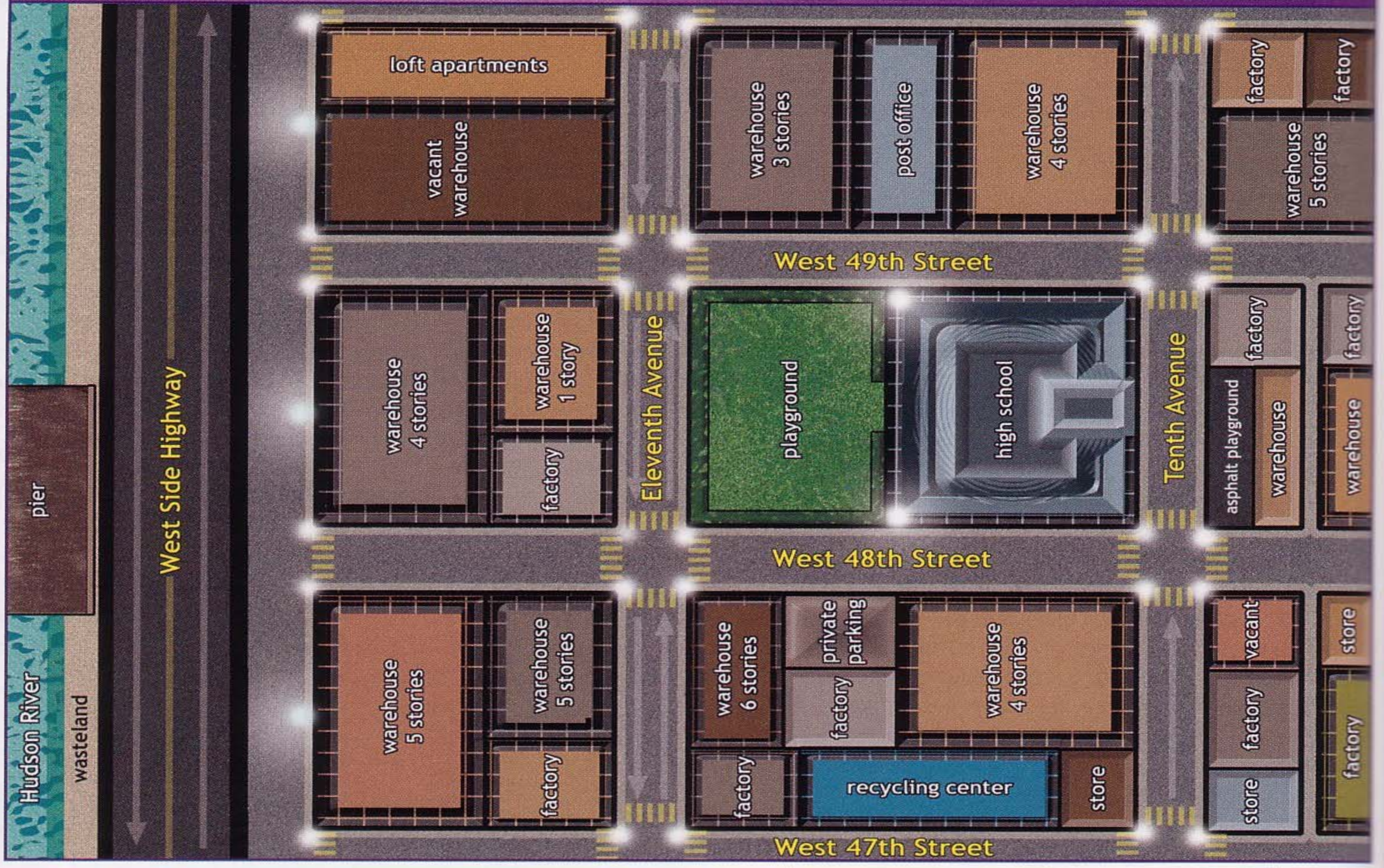
ABILITIES:
Intelligence: **2**
Strength: **2**
Agility: **1**
Speed: **2**
Durability: **1**

EQUIPMENT:
Box Cutter
Cell-Phone

ACTIONS:
Close Combat: 1 (+ Weapon or Strength)
Social Skills: 1 Teenager

BEHAVIOR: These kids are hard cases; they will resist talking to the players with 2 stones worth of attitude. See the write-up for details.

HIGH SCHOOL / WEST SIDE HIGHWAY


loft apartments
vacant warehouse
warehouse 3 stories
post office
warehouse 4 stories
factory
factory
warehouse 5 stories
West 49th Street
pier
West Side Highway
warehouse 4 stories
warehouse 1 story
factory
Eleventh Avenue
playground
high school
Tenth Avenue
asphalt playground
factory
warehouse
factory
warehouse
West 48th Street
Hudson River
wasteland
warehouse 5 stories
warehouse 5 stories
factory
warehouse 6 stories
private parking
factory
warehouse 4 stories
factory
recycling center
store
vacant
factory
store
store
factory
West 47th Street

to know or face the reality. If the players persist intelligently (additional stones in Social Skills wouldn't hurt), give the players the information they are after, but make them work for it (they will value it more).

There are also mutated teens in the school. They will probably be the center of their own little cliques by now. Have fun making up what they look like. However, they are dead ends for information. As they'd put it, "No way man, you've got to earn your tail. I ain't makin' it easy for you to be cool like me!" They also have Mental Defenses of 10, thanks to the drug.

GM Note: This will serve as a simple tutorial on the use of Social Skills. Players will have to place stones in Social Skills to overcome a Resistance of 2 stones (Difficulty 0, Resistance 2). If a player puts 1 stone in, the person you're talking with is partly convinced. Playing another stone next Panel would be enough to overcome the Resistance and make him or her willing to talk with you. Persistence, good roleplaying, extra stones can result in extra information. For example: "I don't remember seeing her around here. Transfer student?" (indicating Mystique). Or maybe, "I used to like playing stickball at lunch in the lot until those muties took it over." The idea is not to give it all away, but also not be afraid to drop a wee hint (or even a false clue) or two to "reward" extra effort and keep your players (reasonably) on track.

If the players strike out at the high school (or insist on avoiding it entirely), but at least don't cause a scene (or worse), all is not lost. If they search the area around the high school area for the dealers and any of the players puts 3 stones (Resistance) into either Streetwise, Professional Criminal or Black Ops, they will eventually spot the operation. (Players don't always get a second chance, but we're being nice seeing as how we're just starting out. Besides, you'll be continually amazed at how good your players will become at figuring out logical ways around what you thought were insoluble problems.)

GM Note: If Jean Grey does put enough stones into Telepathy and the players are all willing to wait, then she can find out that ReNew is being sold near the highway. This is common knowledge for students around the school. The GM is encouraged, however, to give her a side plot like, "You sense a student is going to commit a robbery that evening," or the like.

Once the players have found out where ReNew is being sold, that is all the players need to do at this point. They now know where to head next.

Mystique is also at the high school, Shape Shifted to look like a regular student. The Brotherhood, of course, is also deeply interested in anything that causes mutations, especially if it's being blamed on mutants, and they (Magneto, in particular) may even assume it is a government or anti-mutant plot to defame mutants and turn the public against them, so she's there to investigate. She will avoid all contact with the players and depart immediately if discovered.

If the GM is asked if Wolverine can smell anything unusual, the answer is no, unless the GM decides that Sabretooth is around and he's upwind. Why? Wolverine would recognize Sabretooth's scent anywhere. When it comes to Mystique, however, even though we know she's around, Wolverine doesn't, and he wouldn't recognize her scent that day unless he'd smelled her already. (Perfumes, deodorants, even shampoos all have scents to them, and unless she wore the same one as the last time he smelled her, he'd have nothing to go on.) Sabretooth, on the other hand, never wears perfume.

Scene 2

(Refer to Area Map of High School/West Side Hwy)

Once the players approach the highway, here is what they see: several low-level drug dealers hanging around and two beat-up vans parked nearby.

GM Note: The ReNew dealers are all mutants. The minds of the dealer and his goons have been affected by the drug and have Mental Defenses of 10. The feelings the drug creates combined with the thick haziness it induces are so overwhelming that only a world-class telepath such as Prof. X could reach the mind of someone on ReNew. A player who attempts Telepathy using fewer than the required stones (see NPC descriptions below) will be unable to read through the static and undergo an irresistible impulse to break contact.

A patrolling cop car causes a temporary cessation of activity by a quick blast from their siren. When the car has passed, activity resumes. The two cops in the car are less concerned with the dealers than they are with their next break. Besides, the dealers have lookouts and warning systems. It's the old game: the cops drive by, the dealers scatter, then regroup once the car has turned the corner.

A Shape Shifted Mystique is trying to make a buy in order to find out where the drugs are coming from. She has a homing device she wants to plant on the dealer. The device gives off an ultrasonic signal. Even if the players know this, they don't have the frequency and thus can't trace the signal.

Toad is also present (Blob, as well, if the GM feels it warranted), assigned to act as cover for Mystique and retreat when she makes her buy. The players may notice Toad and Blob, even if they don't recognize Mystique in disguise. Sabretooth could be added, if the player group is powerful. If the players have hurried through Scene 1, they could get here before the Brotherhood.

This fight can take place under the highway, in a city-street/warehouse environment just east of the highway, or on the parkland to the west of the highway that runs along the Hudson River. (Or the players can even dodge traffic on the highway!) Or any of the above—it all depends where the players decide to go, and at what point they decide to take Action. If the dealers flee, some will head for the warehouse. It is even possible that one or more of the dealers will take to the river. (Swimming will require 1 or 2 stones per Panel of continual effort, if it comes to that.)

If your players have decided to chase the dealers into traffic, they do so with cars whizzing past. Treat each one as a 4 or 5–stone attack per car "coming through."

To complete the Primary Objective, the players need to find the Mutant Dealer Gang Leader in order to find out where he's getting his ReNew. The Mutant Goons can tell them which of the unsavory lot under the West Side Highway is actually the dealer. If coerced (see his description for how to do that) the Dealer will tell the players his source: The Duke, who hangs out at the Club Noir and is mentioned in Mission 2, Scene 1 and appears in Scene 2.

If the players want to complete the Secondary Objective, they need to put the dealers out of commission. There are a number of ways to accomplish this. Spidey might web up the dealers and leave them for the legal authorities. The players might knock them out and call 911. If they killed the dealers, they would accomplish their secondary objective—but they might well get themselves in serious trouble: with the law, a disappointed Professor X, etc. Consequences for unnecessary killing can be dire indeed, and the GM is justified in making life difficult (or even impossible) for them if they wreak havoc.

Note: To analyze the sample of ReNew: Difficulty of 5 (Medical, Science, similar Action), and Resistance of 40. Results of analysis: You need a purer sample.

MUTANT DEALER

(GANG LEADER)

② ⑥

ABILITIES:
Intelligence: **2**
Strength: **4**
Agility: **2**
Speed: **2**
Durability: **2**

EQUIPMENT:
Custom Pistol **(+2)**
Knife **(+1)**
Cell-Phone
Packets of the drug ($20 each)

ACTIONS:
Close Combat: 2 (+ Weapon or Strength)
Ranged Combat: 2 (+ Weapon)
Social Skills: 2 Professional Criminal, Gangs
Vehicle Operation: 1

DEF MODIF:
Toughness: (+2)

BEHAVIOR: He will have been affected by the drug, making his Mental Defense = 10. Smart, sensible, tough and determined. Will often intervene to handle things himself. He will not willingly reveal his source unless suffering at least 3 red stones of damage under questioning or if a player with at least a 3 in a relevant Social Skill threatens him (Resistance 4 stones).

4 MUTANT GOONS

① ③

ABILITIES:
Intelligence: **1**
Strength: **1**
Agility: **2**
Speed: **5**
Durability: **1**

EQUIPMENT:
Pistol **(+1)**
Knife **(+1)**
Cell-Phone

ACTIONS:
Close Combat: 1 (+ Weapon or Agility)
Ranged Combat: 1 (+ Weapon)
Vehicle Operation: 1

BEHAVIOR: They've been affected by the drug; Mental Defense = 10. All-purpose minions. Not particularly bright; don't fight fair. If they suffer at least 3 red stones of damage under questioning, or if a player with at least 3 in a relevant Social Skill threatens them (Resistance 4 stones), they will reveal that their boss (the Mutant Dealer) knows where the drug comes from and will point him out.

MUTANT LOOKOUT

① ③

ABILITIES:
Intelligence: **1 or 2**
Strength: **1**
Agility: **2**
Speed: **5**
Durability: **1**

EQUIPMENT:
Pistol **(+1)**
Knife **(+1)**
Cell-Phone

ACTIONS:
Close Combat: 1 (+ Weapon or Agility)
Ranged Combat: 1 (+ Weapon)
Vehicle Operation: 1

BEHAVIOR: He will have been affected by the drug, making his Mental Defense = 10. Will try to avoid any kind of confrontation and report back for further instructions (breaking contact, delaying for backup, etc.). Could be a young kid in over his head.

HINTS FOR BEGINNING GAMESMASTERS

We realize that people might be playing a roleplaying game for the first time, so we want to keep these early encounters short and simple. Mission 1 is the first part of a 3–Mission Issue. You should make it as obvious as necessary (through hints via news releases and the like) that the players need to show up at the high school. If players are coming from different "directions" (such as Spider-Man and Wolverine), they can actually meet at the high school and team up there.

In Mission 1, Scene 1, all the players have to do is find out from someone near the school where the dealers hang out. This can be tricky—they need to approach a potentially cooperative student, teacher, etc. and play at least 2 (preferably more) in Social Skills in order to get the answers they need. The players should be made to suffer serious negative consequences if they resort to physical violence or intimidation: cops called, kids injured, student press taking pictures, etc. Mystique's hanging around in disguise, but the players probably won't (and don't need to) spot her.

Scene 2 is a little more involved. In any order, you want your players to:

1.) Confront a couple of members of the Brotherhood (unless they have been very speedy in all decisions).
2.) Coerce the dealer(s) to reveal where to get ReNew. (Primary Objective)

When the players find the dealers they will have their first fight. Unknown to your players, the Brotherhood is after the formula, too. Mystique, in disguise, is just completing her buy when the players arrive. Have Toad and Blob appear and attack the players to cover for Mystique, who slips away. As soon as Mystique has broken contact, Toad and Blob will leave, too. The players will have fought a round or two, familiarized themselves with Combat, and the villains will escape (for now). There will be dealers there who have the info that the players need. The players have to defeat or threaten them, so Combat is possible (an easy battle to familiarize your players with fighting). You may want to remind the players that they can usually get away with knocking out the bad guys—but killing is another matter! The players need to watch their steps. They never know when there's a security camera around. They can also get their sample now for a Bonus Objective.

Note: If players do get a sample, it will turn out that they need the actual essence of the pure drug. The samples are cut down so much that they only create mutants in about 1 out of 1,000 users, and therefore the odds of the players getting a mutation-causing drug are so unlikely as not to happen. Also, if a "natural" mutant were to take ReNew, he would eventually become impaired with flu-like loss-of-energy symptoms that would remain until cured, but he wouldn't be vulnerable to additional mutation. He would lose the use of 2 red stones/dose taken for the next 6 hours.

MISSION 2

PRIMARY OBJECTIVE:

Find the next link in the supply chain of ReNew.

SECONDARY OBJECTIVE:

Find out who is the ultimate source of ReNew.

Scene 1

(Refer to Area Map of Warehouse District in the West 50s, and the Interior Map of Warehouse)

When the players follow their information, they will end up in an area filled with warehouses. The action in this scene will occur in the parking lot across the street from Club Noir, and possibly inside the warehouse, eventually moving into the club itself.

In the parking lot are 1 Mid-Level Dealer and 5 Goons. They are near an SUV with smoked-glass windows. As in Mission 1, the dealers involved are themselves affected by ReNew, making Telepathy extremely difficult.

The Duke has recently received a call from his boss at the drug lab, which is in a toxic waste plant on the East River. They need "volunteers" to test a new version of ReNew, R2, and The Duke has been asked to provide them. Interestingly, anyone who tries to join the gang, who wants to make a large buy, or who asks to see the big boss will also be taken by The Duke to the toxic waste plant. In other words, the next stop is the toxic waste plant, one way or another. The Duke is the only one who deals with "The Boss."

If you want, you can make one or more of the dealers mutated, too. Again, have fun with their mutations. Dogface, Ratman, Monkeybutt are all perfectly appropriate mutations.

The Brotherhood (Mystique, Toad, Blob, Sabretooth) is here, also, and will forcefully intervene. They are after the same info that the players are after. GM should wait until players are engaged before the Brotherhood jumps in. Let the players play for a bit.

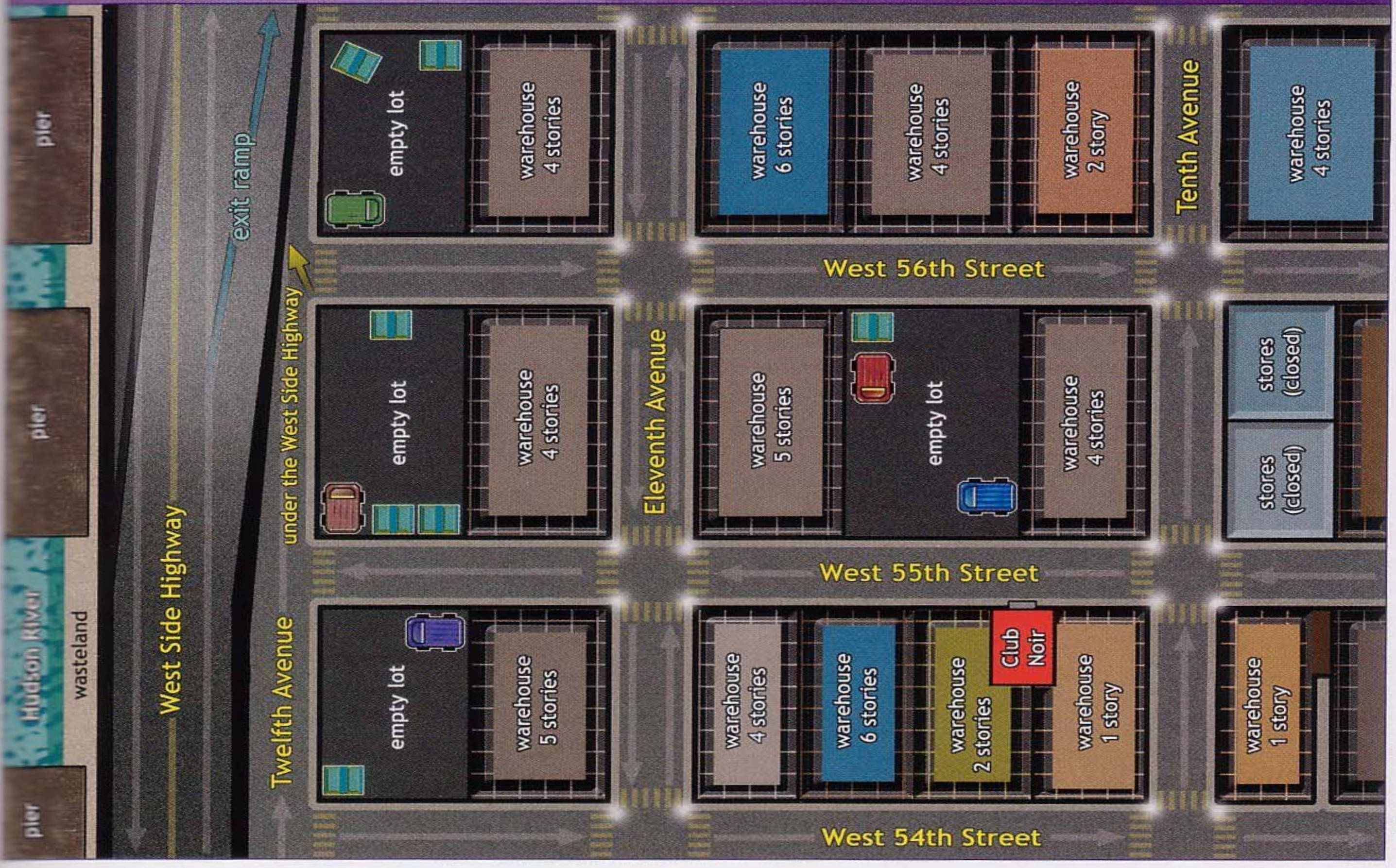
Unbeknownst to the players, Bullseye, under orders from the Kingpin, is hanging out (using 2 stones in Black Ops to go unnoticed) in the background. His Primary Objective is to "negotiate" (coerce) the dealers into Kingpin's employ (10% for them, 90% for Kingpin). His Secondary Objective is to end the *encroachment on Kingpin's territory*, should he fail at his first. He is here to provide the GamesMaster with a direct hand in the game to keep things moving. He may hang back and simply let the dealers get trashed by the players (which completes his Secondary Objective), but will take an opportunity to get to The Duke so as to complete his Primary Objective (with a Bonus Objective for obtaining a sample for his boss.). Keep in mind that he is a deadeye shot and will exploit this ability, keeping his distance. He can show up to provide some action at any point during this mission, at GM discretion. He may just try to go unnoticed and report to Kingpin that Heroes and the Brotherhood are involved. Maybe he'll decide to pick off the guy your players were about to get their information from! Remember, the purpose of Bullseye is to give you, the GM, an added element of control over what happens. You don't need to use him at all or play out his objectives, if you don't want to. And remember, Bullseye is insane, so you can have him act any way you want him to act.

The GM should have some fun with this scene. All the players *really need to do is to collar* The Duke, who is inside the Club Noir. The other dealers are in the parking lot, handling the street sales. Have them scatter like mice and lead your players on a merry chase, ending up in a free-for-all inside the Club Noir.

If the players spook the dealers, they'll make a break for it. 2 goons jump in the SUV. They try to run down Blob, who laughs at them as the SUV smashes into him, to little effect. Another goon ducks into the nearby warehouse.

If the players handle it well and don't scare off the dealers (or scare them but still catch them), they'll find out that The Duke is the man to see and he's inside the club. The Duke is holding court

WAREHOUSE DISTRICT IN THE WEST 50'S


pier
pier
pier
Hudson River
wasteland
West Side Highway
exit ramp
under the West Side Highway
Twelfth Avenue
empty lot
empty lot
empty lot
warehouse 4 stories
warehouse 4 stories
warehouse 5 stories
Eleventh Avenue
warehouse 6 stories
warehouse 4 stories
warehouse 2 story
Tenth Avenue
warehouse 4 stories
West 56th Street
warehouse 5 stories
empty lot
warehouse 4 stories
stores (closed)
stores (closed)
West 55th Street
warehouse 4 stories
warehouse 6 stories
warehouse 2 stories
Club Noir
warehouse 1 story
warehouse 1 story
West 54th Street

A PASSERBY ① ③

ABILITIES:
Intelligence: **2**
Strength: **2**
Agility: **1**
Speed: **1**
Durability: **1**

EQUIPMENT:
Cell-Phone

ACTIONS:
Close Combat: 1 (+ Weapon or Strength)

BEHAVIOR: Just wants to buy some ReNew as quickly as possible and get out of there.

5 MUTANT GOONS ③ ⑨

ABILITIES:
Intelligence: **1**
Strength: **1**
Agility: **1**
Speed: **2**
Durability: **3**

EQUIPMENT:
Pistol **(+1)**
Knife or Brass Knuckle **(+1)**
Packets of the drug ($20 each)

ACTIONS:
Close Combat: 1 (+ Weapon or Strength)
Ranged Combat: 2 (+ Weapon)
Vehicle Operation: 1

BEHAVIOR: Are not particularly bright; do not fight particularly fair. They will have been affected by the drug, *making their Mental Defense = 10. They know where The* Duke picks up the drugs, but they don't know any further details. They will not willingly reveal this information unless suffering at least 3 red stones of damage under questioning or if a player with at least a 3 in a relevant Social Skill threatens him (Resistance 4 stones).

SUV

Description: **Large Ground Vehicle, can carry 6 to 8 people.**
Difficulty to Operate: 1
Resistance to Operate: 1
Defense Modifier: 1
Maneuver Modifier: 2
Speed: 5
Weight: 4
Vehicle Damage: 8
Weapons: None

in the club with a couple of the goons and some very attractive, only slightly mutated women. As long as they end up inside the club, 2 stones of Social Skills will let them figure out that the guy with the horns, dripping with gold chains and mutant babes, is probably the dealer they're after.

Toad and Mystique will have gone into the Club after The Duke as well.

It is possible that the play will involve a passerby or even a local street person. We have provided one of each for use by the GM as he or she sees fit. If you don't use the drunk now, you may want to recycle him at the toxic waste plant later.

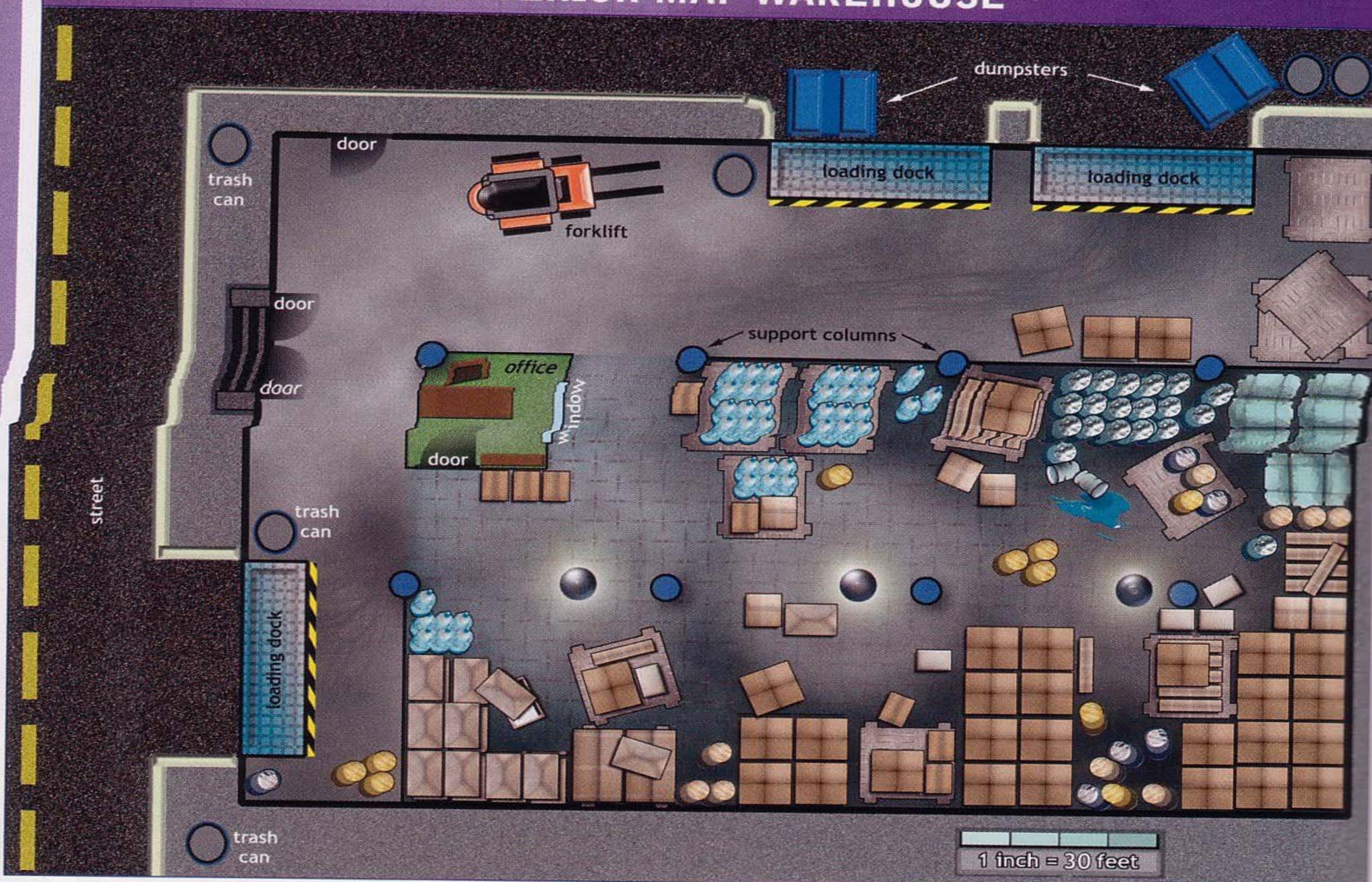
Scene 2: Club Noir (A Techno Goth Club)

Across the street from a Warehouse.
(Refer to Interior Map of Club Noir)

In this scene, it's time for a big fight in the club. There are 5 armed bouncers plus The Duke and his 2 goons to deal with, as well as Mystique and Toad, to be joined shortly by Blob and Sabretooth. Add in a shot of goth and techno club kids, all revved up with punches to throw. Shake well.

The Heroes' moral code should prevent them from killing any of the Brotherhood. But even so, as GM, you want to make sure that you have the Brotherhood around for the next Mission,

INTERIOR MAP WAREHOUSE



THE DUKE
A MID-LEVEL MUTANT DEALER: ③ ⑨

ABILITIES:
Intelligence: **2**
Strength: **2**
Agility: **2**
Speed: **2**
Durability: **3**

EQUIPMENT:
Custom Pistol **(+2)**
Knife **(+1)**
Cell-Phone
Packet of ReNew (for own use)

ACTIONS:
Close Combat: 2 (+ Weapon or Strength)
Ranged Combat: 2 (+ Weapon)
Leadership: 2
Social Skills: 2 Professional Criminal, Gangs
Vehicle Operation: 1

BEHAVIOR: His mutation is horns. Refers to himself as "The Duke" and always answers in the third person: "The Duke is pleased to meet you." He will have been affected by the drug, making his Mental Defense = 10. He is not someone to be underestimated. He knows where and when the drug will be delivered, and also knows Green Goblin is somehow involved. He will, however, refuse to answer until 1 white stone's actual damage is done to him or he is persuaded by someone with an appropriate Social Skill; Resistance = 4.

so have them choose to be knocked out rather than hurt really bad. You can also have them pull an escape if they've lost more than 1 white stone (except Sabretooth).

Although not an Objective, it might be nice if the players made sure that The Duke and his fellow dealers fell into the hands of the law. Even if it isn't a Mission Objective, it might be worth a Line!

GM Note: Remember to ask the players how they plan on getting into the club. Are they in costume or street clothes? Some of the characters may be underage and might have trouble getting

5 BOUNCERS ① ③

ABILITIES:
Intelligence: **1**
Strength: **2**
Agility: **1**
Speed: **2**
Durability: **1**

EQUIPMENT:
Knife or Brass Knuckle **(+1)**
Baseball Bat **(+1)**
Pepper Spray **(+4 removes red stones of energy as damage)**

ACTIONS:
Close Combat: 1 (+ Weapon or Strength)
Ranged Combat: 2 (+ Weapon)
Vehicle Operation: 1

BEHAVIOR: They're not particularly bright and they don't fight particularly fair.

A LOCAL DRUNK ① ②

ABILITIES:
Intelligence: **1**
Strength: **1**
Agility: **1**
Speed: **1**
Durability: **1**

EQUIPMENT:
One bottle of cheap wine

ACTIONS:
Close Combat: 1 (+ Weapon or Strength)

BEHAVIOR: Will claim to know the answer to any question. Knows nothing of interest. Will beg and plead for money; if given any, he will want more. He feels oppressed by society and that the universe is plotting against him.

past the bouncers. This is a goth club—some of the patrons may be carrying concealed weapons. If you want to really shake things up, have some of them join the fray if trouble breaks out. It is dark. The predominant color of clothing is black. Some goth patrons wear white face makeup with red or black lipstick (women and men). Dress code is techno or goth, which means lots of leather, studs, spikes, daggers-as-jewelry. Some people may be wearing finger collars with claws on the end. The club has a central raised dance floor that resembles a stone altar for sacrifices. There is also a balcony with a Lucite floor, where people go to see, be seen, or look down on the dancers below.

The players have to capture The Duke and force him to tell them where the drug comes from (and whatever else they can find out, maybe even the fact that he's seen the Green Goblin at the plant once or twice, probably to buy drugs from the Boss).

MISSION 3

PRIMARY OBJECTIVE:

Shut down the production of ReNew and keep the Brotherhood from obtaining the secret.

SECONDARY OBJECTIVE:

Obtain a sample of the pure drug essence (unavailable in previous Missions) so a cure can be fabricated to undo the mutations. (Dr. Felix's laptop can provide this info, but a pure sample makes it quicker and less uncertain, so grab that as well, if you can!)

BONUS OBJECTIVE:

Get hold of Dr. Felix (or his laptop), and take him into custody.

Scene 1

(Refer to Interior Map of Toxic Waste Plant)

The action in this scene will take place inside the Toxic Waste Plant. The plant is heavily defended by Armed Guards, Mutated Minions and a few really nasty Elite Mutated Minions, all working together, more or less. Harris is the man in charge and the person The Duke calls Boss. (Additional Guards can be added freely as reinforcements, as appropriate.)

The security system/alarm has a Difficulty of 3 vs. Thieving or Black Ops, 4 vs. Technology, and a Resistance of 9 stones. (Mystique might get in by impersonating a guard.)

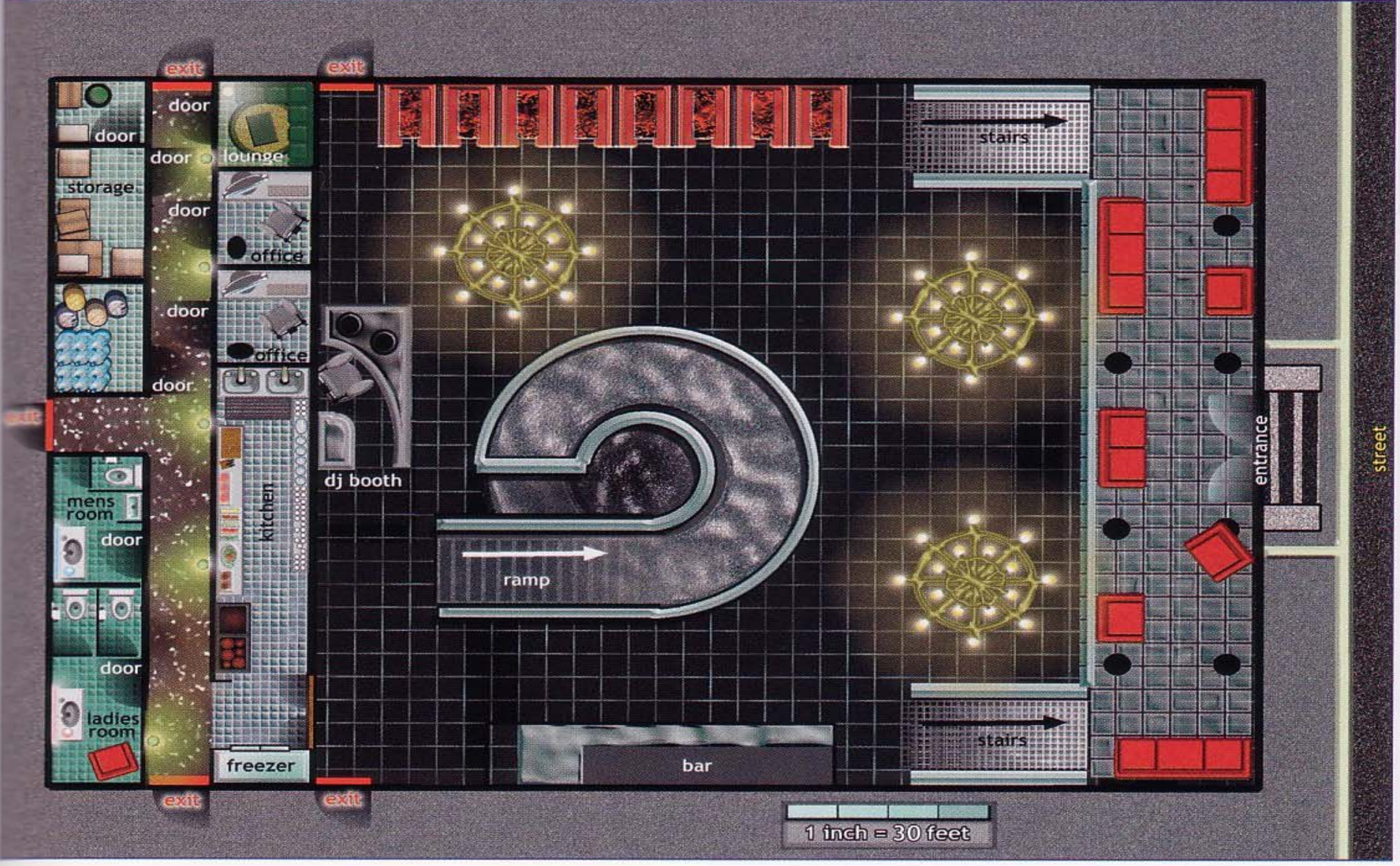
Dr. Felix, creator of the drug, is inside the plant. He is cowardly and will go along with any order given (Resistance 0). He is also way out of his league, at the mercy of forces he can neither comprehend nor control and has become a complete pawn in the entire affair. He is not on ReNew, and if forced to take the pure form, will mutate into a rodent.

Remember that drunk from outside the Club Noir earlier? If you didn't use him then, you may want to use him now. Make him a former Osborn Industries employee who knows nothing that the players can not find out themselves, namely, this is the right spot to look for the lab, and where the side doors are. However, if they don't give him some money for booze or otherwise shut him up, he may make so much noise that he tips off security.

You should let the players get here first, then have the Brotherhood show up 3 Panels after Action has begun. That way the Brotherhood comes in at the worst moment.

Sabretooth, Mystique, Blob and Toad should all be present. They were planning to attack the guards and grab Dr. Felix

INTERIOR MAP OF CLUB NOIR



(or his laptop, which is lying on his desk). They are waiting for a pickup from Magneto, so they are planning to neutralize the plant's defenses and remain in place until their pickup (scheduled for a half hour after the players arrive). This time they're not planning on running away.

Upon arrival, the Brotherhood will attack the players, resulting in a wild free-for-all between the players, the Brotherhood and the guards (who will regard both the players and the Brotherhood as their enemies).

If the players get here first and have already secured Dr. Felix in such a way that the Brotherhood can't free him, the Brotherhood will try to get the players to admit where they are hiding the Doctor, then try to get him back.

Bullseye is lurking around as well. He will be happy to wait until an opportunity arises to grab Dr. Felix (icing guards as necessary) and/or his laptop during the resulting chaos. (He gets a Bonus for getting both—Kingpin wants the formula for the drug and the brain who thought it up.) If the laptop is destroyed, Felix also has his notes backed up in his PDA.

When one side captures Dr. Felix and attempts to leave the area (or at GM discretion), Green Goblin shows up. His overriding concern is to keep the others from discovering the involvement of Osborn Industries with ReNew. His Objectives are to kill Dr. Felix and either to recover or destroy his notes. He'll probably attempt a hit-and-run ambush using his glider, blast out Felix and his laptop with a pumpkin bomb and depart, cackling with glee. (Goblin's plan had been to develop a mutagenic drug to sell to the military or create an army of mutants. Depends on his mood that day.)

Until he shows up, the Green Goblin will spend most of the time lurking nearby, unobtrusively watching the action, and awaiting his opportunity to swoop in and strike if necessary.

6 ARMED GUARDS ① ③

ABILITIES:
Intelligence: **1**
Strength: **1**
Agility: **1**
Speed: **2**
Durability: **1**

EQUIPMENT:
Pistol **(+2)**
Cell-Phone

ACTIONS:
Close Combat: 1 (+ Weapon or Strength)
Ranged Combat: 1 (+ Weapon)
Vehicle Operation: 1

BEHAVIOR: Unofficially on the Osborn Industries Payroll (but they don't know that). Will confront for official purposes. Will be less suspicious if everything seems to be in order. Will call for backup if they suspect trouble.

THE BOSS "HARRIS" ② ⑥

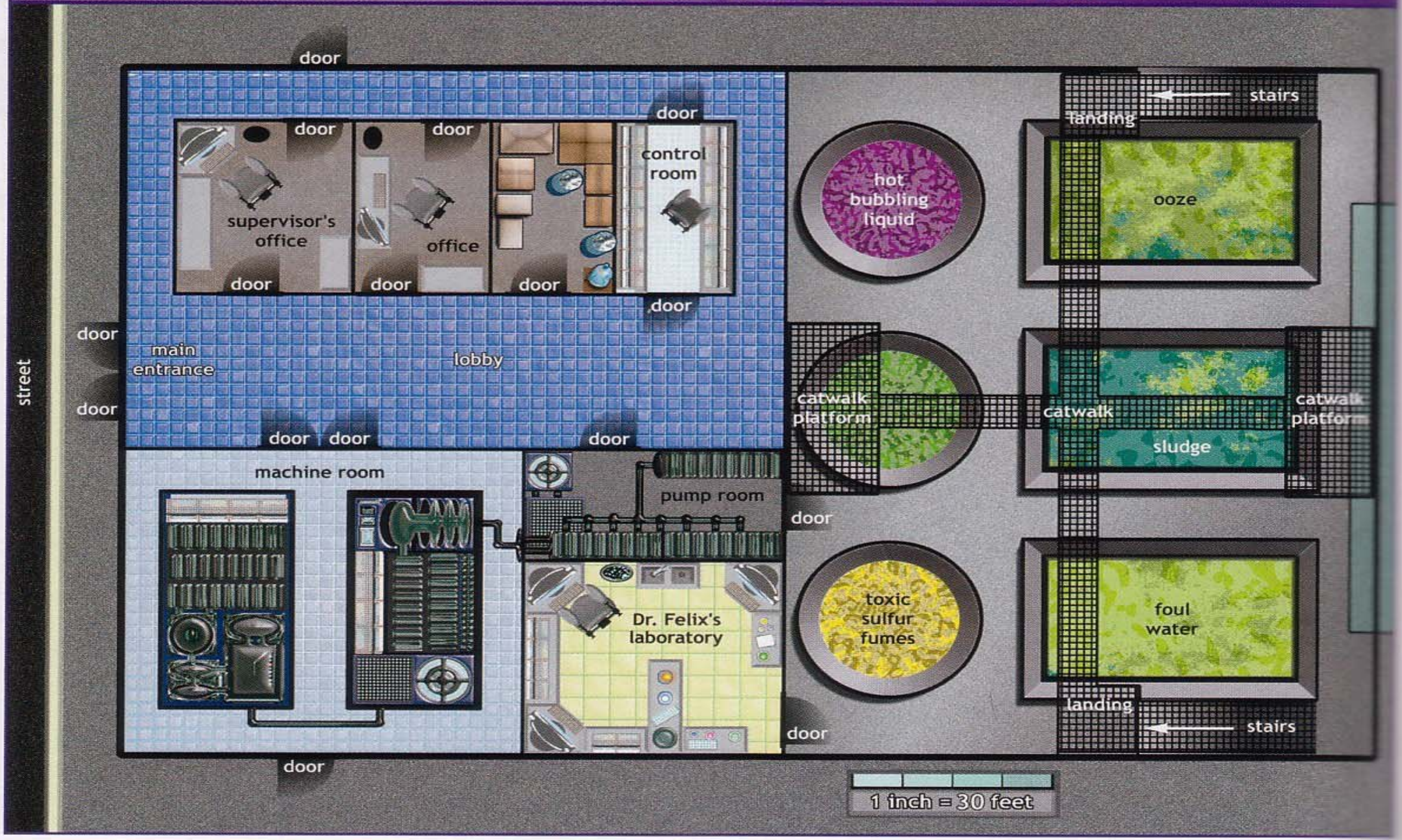
ABILITIES:
Intelligence: **3**
Strength: **1**
Agility: **1**
Speed: **2**
Durability: **2**

EQUIPMENT:
Custom Pistol **(+2)**
Special Dart Gun **(+3)**
Cell-Phone

ACTIONS:
Close Combat: 1 (+ Weapon or Strength)
Ranged Combat: 2 (+ Weapon)

BEHAVIOR: Unofficially on the Osborn Industries Payroll; knows he works for the Green Goblin. Needs to test the latest version of ReNew ("R2"), which is loaded into his dart gun. Will shoot anyone who gives him an excuse, but would prefer a player!

INTERIOR MAP OF TOXIC WASTE PLANT


street
door
door
door
door
control room
supervisor's office
office
door
door
door
door
door
door
main entrance
lobby
door
door
door
door
machine room
pump room
door
Dr. Felix's laboratory
door
door
stairs
landing
hot bubbling liquid
ooze
catwalk platform
catwalk
sludge
catwalk platform
toxic sulfur fumes
foul water
landing
stairs
1 inch = 30 feet

3 ELITE MUTATED MINIONS ④ ⑫

(LIZARD-LIKE APPENDAGES)
SHARKFACE, SLASHER AND WHIPLASH

ABILITIES:
Intelligence: **3**
Strength: **3**
Agility: **3**
Speed: **3**
Durability: **4**

EQUIPMENT:
Custom Pistol **(+2)**

ACTIONS:
Close Combat: 4 (+ Weapon or Strength)
Ranged Combat: 2 (+ Weapon)
Social Skills: 2 Gangs, Professional Criminal

MODIFIERS:
Sharkface has Bite (+2)
Slasher has Claws (+2)
Whiplash has Tail (+2)

DEFENSIVE MODIFIER:
Toughness: (+3) (Lizard-hide skin)

BEHAVIOR: Fanatically loyal and highly addicted to ReNew. Will fight to the death.

6 MUTATED MINIONS ③ ⑨

(THE GM CAN MAKE IT MORE IF HE SEES FIT.)

ABILITIES:
Intelligence: **2**
Strength: **2**
Agility: **2**
Speed: **2**
Durability: **3**

EQUIPMENT:
Custom Pistol **(+2)**
Knife **(+1)**
Cell-Phone

ACTIONS:
Close Combat: 1 (+ Weapon or Strength)
Ranged Combat: 2 (+ Weapon)
Social Skills: 2 Gangs, Professional Criminal
Vehicle Operation: 1

DEF MODIF: +2 (Ant-like carapace)

BEHAVIOR: Fuzzy, ant-like in appearance. Affected by the drug. Mental Defense = 10. Loyal. Will not run away until they feel there is no real hope of victory.

Between the toxic waste, the raw materials for ReNew and the chemicals that Dr. Felix uses in the manufacturing process, the plant is an explosion waiting to happen. The slightest spark could start a dangerous toxic blaze. The prevailing winds off the East River would drive the toxic cloud straight into Manhattan.

If ReNew is burned and inhaled, then the drug becomes even more potent, although the effects wear off faster. Of course, if toxic waste is burned along with ReNew, the mutation rate rises to 1 out of 100, and may be irreversible in many instances.

ReNew 2, or R2 for short, can cause mutations in existing mutants as well. If a player is shot with one of the new ReNew darts, then he will begin to change in the near future, longer noses, more fingers; have fun. This is a ready-made plot hook into the next story.

If the players dump the drugs into the river, consider the plot hook of Hudson River mutant monsters for some future play session.

With all of the Super Villains out to get or kill Dr. Felix and get hold of his drug, your players may not achieve all of their objectives. If they do, reward them accordingly with Lines. As long as they get a sample of the pure drug or the formula, so they can cure the previous mutations, they should consider this a victory. If they can dispose of the lab and its contents without too many people being exposed to burning toxic mutating chemicals, that's even better.

If they suspect that OsCorp was behind the whole thing (proof of which is unlikely given the Green Goblin's resistance to Telepathy and reticence to admit his involvement in nefarious schemes), and that fact matters to your players, you have a great plot hook for an ongoing campaign.

Whether the players wait for the cops or take off on their own, it's a good idea after the Mission is over to have them regroup and discuss how their plan, and the Issue, went.

And of course, players would love to be awarded their Lines as soon as the Issue is over. (Players want what they want when they want it. Don't worry...you'll get used to it!)

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APPENDIX A: WEAPONS

The world of weapons is one of unlimited customization. The number of stones listed below represents the normal maximum, but feel free to customize any weapon in pretty much any way you want. Weapons can be made more powerful through magic, divine blessing or technology. For game balance, however, we suggest putting a maximum limit of 10 stones on any weapon. And no hand-carried, non-energy, non-magical weapon may go above 4 stones, no matter what the modifications. The number in parentheses is the Damage Modifier. For details, see Damage Modifiers below. AP = Armor Penetrating. For an explanation of Collateral Damage, See P. 105 in the GamesMasters Section.

WEAPON	WEAPON MODIFIER	RANGE
Knife	**1 Stone***	**1–2**
Small Gun	**1 Stone (2x Dmg.)**	**2**
Zip Gun	**1 Stone (2x Dmg.)**	**2**
Saturday Night Special	**1 Stone (2x Dmg.)**	**2**
Derringer	**1 Stone (2x Dmg.)**	**2**
Sling	**1 Stone**	**2**
Throwing Star	**1 Stone***	**2**
Darts	**1 Stone***	**2**
Small Quill	**1 Stone***	**2**
Standard Gun	**1 Stone (2x Dmg.)**	**3**
Automatic Pistol	**2 Stones (2x Dmg.)**	**3**
Small Bow	**1 Stone***	**2**
Dart Thrower	**1 Stone***	**3**
Cheap Rifle	**1 Stone (2x Dmg.)**	**3**
Standard Bow	**1 Stone***	**2**
Crossbow	**2 Stones***	**3**
Sword	**2 Stones***	**1**
Katana	**2 Stones***	**1**
Sai	**2 Stones***	**1–2**
Submachine Gun	**3 Stones (2x Dmg., Collateral)**	**3**
Spear	**2 Stones**	**1–2**
Lance	**3 Stones**	**1**
Standard Rifle	**2 Stones (2x Dmg.)**	**3**
Hunting Rifle	**2 Stones (2x Dmg.)**	**5**
Assault Rifle	**3 Stones (2x Dmg., Collateral)**	**4**
Long Bow	**3 Stones***	**4**
Heavy Crossbow	**3 Stones***	**3**
Catapult	**3 Stones (Area)**	**4**
Grenade	**4 Stones (Area)**	**2-3**
.50 cal. Machine Gun	**4 Stones (2x Dmg., Collateral)**	**4**
Recoilless Rifle	**4 Stones (2x Dmg.)**	**5**
Small Artillery	**4 Stones (Area)**	**5**
Small Missile	**4 Stones (2x Dmg.)**	**8**
Main Battle Tank	**5 Stones (2x Dmg., AP)**	**6**
Sidewinder Missile	**5 Stones (2x Dmg.)**	**9**
Hellfire Missile	**5 Stones(2x Dmg., AP)**	**8**
Large Artillery	**5 Stones (Area)**	**7**
Energy Weapons: (Laser, Blaster, etc.)	**6 Stones**	**5†**
6 and 8-Inch Cannon	**6 Stones (2x Dmg., Collateral)**	**7**
Space Cannon**	**6 Stones (2x Dmg., Collateral)**	**10†**
Ship-type Cannon	**7 Stones (2x Dmg., Collateral)**	**6**
10 & 12-Inch Cannon	**7 Stones (2x Dmg., Collateral)**	**7**
Heavy Energy Blaster	**7 Stones**	**6†**
Cruise Missile	**7 Stones (Area)**	**10**
Battleship/18-Inch Gun	**8 Stones (2x Dmg., Collateral)**	**8**
Starship Main Gun**	**8 Stones (2x Dmg., Collateral)**	**10†**
Starship Blaster & Laser	**10 Stones**	**up to 10†**

*Note: Quills, darts, arrows, bladed weapons, etc., can be more easily poisoned, drugged, etc., than bullets.

**For use in outer space only.

†Range increases to extreme range (anything in line of site) if in outer space.

Difficulty To Operate

Difficulty of a weapon = stones' damage of the weapon minus 2. If you do not have Ranged Combat to that level, then the GM will add a Modifier to the Resistance equal to 1 stone for each level below the Difficulty you are.

NOTES ABOUT WEAPONS

Firearms in Close Combat

Any firearm used in Close Combat to hit someone physically (using a rifle or a pistol like a club, or throwing it) counts as 1 stone, with no Damage Modifier. If the weapon has a bayonet or is somehow modified, then it counts as 2 stones.

Small arms and other short-range firearms can be used in Close Combat with the same Weapons Modifier as they would have in Ranged Combat.

Energy Weapons: Lasers, Blasters

Remember, everything in a laser's path reduces its effect, even just plain air. Lasers work great in outer space, but in an atmosphere they have short ranges (which is why the army only uses them for targeting). It is a good idea for the GM to note what kind of energy weapon it is and what its Technology Level is in case a player wants to take one apart or recharge it. These should be treated like any other weapon otherwise.

Grenades

While a grenade is an Area Attack, if someone throws his body on it, it should count as a Direct Attack only against him, but with a 2x or 3x Damage Modifier. If someone is right next to it when it goes off, you can also give him the same Modifier, but keep it as an area effect.

DAMAGE MODIFIERS

Once a weapon is determined to have hit its target and done damage, then you multiply the damage stones done by the Damage Modifier (if there is one) to get the actual damage. Most firearms have a 2x Damage Modifier.

When it comes to energy weapons, you can make the Modifier whatever you'd like. By changing the multiplier to 2x or 3x, you can model increased damage from high-tech weapons. By adding an effect, you can model special attacks that are unique to energy weapons, such as:

– Stun damage only for X Panels.

– Any damage done has a unique effect.
(Such as turned to stone, or coated in Ice and immobilized, etc.).

– Anyone facing the weapon when fired is blinded temporarily.

Double Damage (2x) from firearms or projectile weapons below 4 stones is nullified by Toughness. However, if an energy weapon has been modified to deliver 2x Damage or greater, then Toughness or Armor do not nullify it, unless the Toughness specifically says it nullifies 2x Damage (Such as Hulk).

APPENDIX B: VEHICLES

Note: Any vehicle may be armored or have its performance increased. For armored vehicles, increase Defense Modifier and Vehicle Damage and lower Speed and Maneuver Modifier. For increased performance, increase Speed and Maneuver Modifier.

Motorcycle

Description: 2 people, max.
Difficulty to Operate: 1
Resistance to Operate: 1
Defense Modifier: 0
Vehicle Damage: 2
Maneuver Modifier: 4
Speed: 5
Weight: 2

Car

Description: Carries 4-6 people.
Difficulty to Operate: 1
Defense Modifier: 1
Resistance to Operate: 1
Vehicle Damage: 4
Maneuver Modifier: 3
Speed: 4-5
Weight: 4

Limo

Description: Can carry up to 8 people, plus driver.
Difficulty to Operate: 1
Resistance to Operate: 1
Defense Modifier: 1
Vehicle Damage: 5
Maneuver Modifier: 3
Speed: 5 or 6
Weight: 4

SUV

Description: Large Ground Vehicle, up to 8 people.
Difficulty to Operate: 1
Resistance to Operate: 1
Defense Modifier: 1
Vehicle Damage: 8
Maneuver Modifier: 2
Speed: 5
Weight: 4

Small Truck/Van

Description: Usually room for 2 people up front and space for either 2 tons of junk or 10 people crowded together in back.
Difficulty to Operate: 1
Resistance to Operate: 1
Defense Modifier: 0
Vehicle Damage: 12
Maneuver Modifier: 2
Speed: 5
Weight: 5

Truck or Bus

Description: City buses can carry up to 65 people when crowded. Trucks can carry 3 to 6 tons of cargo.
Difficulty to Operate: 2
Resistance to Operate: 1
Defense Modifier: 1
Vehicle Damage: 15
Maneuver Modifier: 1
Speed: 3 to 5
Weight: 6 (Truck), 7 (Bus)

Armored Personnel Carrier

Description: All-armored vehicle designed to bring soldiers up close to the enemy without getting them shot to pieces.
Difficulty to Operate: 2
Resistance to Operate: 1
Defense Modifier: 3
Vehicle Damage: 20
Maneuver Modifier: 2
Speed: 4
Weight: 6
Weapons: Machine Gun (+3), Range 4. 8 Missiles (+4), Range 5, Armor Penetration. Smoke-maker.

Tank (M-1 Abrams)

Description: Average crew of 4.
Difficulty to Operate: 3
Resistance to Operate: 3
Defense Modifier: 5
Vehicle Damage: 30
Maneuver Modifier: 2
Speed: 4
Weight: 9
Weapons: Main Cannon (+5) with Armor Penetrating, 2x Damage, or Anti-Personnel Shells, Area

Effect, Range 6. Machine Guns: 1 (+4) and 2 (+3), Range 5. 12 Anti-Tank Missiles (+5), Armor Penetration each. If vehicle has laser range-finder, (+2) Targeting Modifier. Smoke-maker.

Small Private Plane

Description: 1 Pilot and 1-4 passengers.
Difficulty to Operate: 3
Resistance to Operate: 1
Defense Modifier: 1
Vehicle Damage: 3
Maneuver Modifier: 3
Speed: 4 to 5
Weight: 6–7
Weapons: None.

Helicopter

Description: Small, light and quick, usually room for 2-4 people. Some helicopters are bigger; some carry weapons.
Difficulty to Operate: 4
Resistance to Operate: 1
Defense Modifier: 1
Vehicle Damage: 5
Maneuver Modifier: 4
Speed: 4
Weight: 5–6
Weapons: None.

Large Plane

Description: Crew: 1-2. Commercial transport. Payloads and passenger capacity varies.
Difficulty to Operate: 3
Resistance to Operate: 2
Defense Modifier: 1
Vehicle Damage: 20
Maneuver Modifier: 2
Speed: 5
Weight: 9
Weapons: None.

Jet Fighter

Description: Crew: 1-2.
Difficulty to Operate: 4
Resistance to Operate: 2-3
Defense Modifier: 2
Vehicle Damage: 15
Maneuver Modifier: 6
Speed: 7
Weight: 7
Weapons: 16 (+5) Missiles, Range 5-7. Machine Guns or Cannon (+4), 12 panels of ammunition, Range 4-5. Radar: Range 8.

Blackbird

Description: Powered by 2 Shi'ar ram jets, this vehicle can perform vertical take-offs and landings. Can carry 7 comfortably. Carries 3 months' survival gear, all-band communications, can operate in a vacuum, carries a Shi'ar cloaking device which makes the Blackbird invisible to most detection systems (Radar, Enhanced Vision, etc.) as well as the human eye.
Difficulty to Operate: 3
Resistance to Operate: 3
Defense Modifier: 4
Vehicle Damage: 50
Maneuver Modifier: 8
Speed: 7
Weight: 9
Weapons: None.

Quinjet

Description: Vertical takeoff and landing capability. Seats 7. These vehicles are available to Avengers at all times and are used regularly by them.
Difficulty to Operate: 3
Resistance to Operate: 2
Defense Modifier: 4
Vehicle Damage: 30
Maneuver Modifier: 6
Speed: 7
Weight: 8
Weapons: None.

Shi'ar Starship

Description: Crew 60.
Difficulty to Operate: 7
Resistance to Operate: 60
Defense Modifier: 7
Vehicle Damage: 200
Maneuver Modifier: 7
Speed: 10
Weight: 10+
Weapons: Many, mostly Energy Weapons (+8-10).

APPENDIX C: EQUIPMENT LIST

The way to think about items and equipment is to consider whether they are integral to a character's power or just extra equipment. For instance, Captain America's Shield, Thor's Hammer and the Silver Surfer's Surfboard are integral to the character and could be thought of as one of the character's super powers. So they should be treated the same way as Cyclops' Optic Blast or Wolverine's Healing Factor. In other words, you have to pay for them to have them, but they're worth it.

Other items are more like ordinary equipment, even if they are unique. The Punisher's weapons are certainly unique, but no single weapon is integral to the character. Black Cat's grappling hook or Daredevil's Billy Club are important to them, in fact they're even necessary, but they shouldn't be thought of as a power. If Daredevil lost his Billy Club he could get another one made. But where could Captain America get another shield? So, for items like these, if a character wants them at the start, they shouldn't be prevented from having them even if they can't afford them. If a player wants their character to have a cool motorcycle, a great secret hideout or a trained hawk as a sidekick, the GamesMaster should let them have it. These may also be gained during play, or requisitioned from their team.

Remember, the goal is to enable players to play the Super Heroes they want, but not to let them take advantage of the situation. In other words, the GM must impose reasonable limits. One-of-a-kind items are just that.

To build your own items at start:

Decide what the item does and simply add up those separate costs. If the item uses stones from your Energy Reserve, then pay for it as if it were an Action. If the item gets its stones from the General Pool, pay for it as if it were a Modifier. If you make an Action into a Modifier, add +3 to the normal Cost Level. Costs are cumulative.

Examples:

1. You want a cape that *gives you Flight at 3. It costs 4 white stones* if the cape supplies the stones and 1 white stone if you supply them.
2. You want a magic ring that gives you a +3 Magical Defense Modifier which costs 1 white stone. A magic ring that added 2 to your Reflexive Dodge would cost 3 white stones. A magic ring that did both at once would cost 4 white stones.

BASIC EQUIPMENT

WEAPONS	WEAPON MODIFIER	COST
Box cutter	(+1)	$5
Baseball Bat	(+1)	$15
Low-Quality Knife	(+1)	$5
Brass Knuckles	(+1)	$50
Cheap Gun	(+1)	$50
Good-Quality Knife	(+2)	$100
Mace/Pepper Spray	(+4) Stun damage	$20
Throwing Stars	(+1)	$20
Good-Quality Gun	(+2)	$500-1,000
Stun Gun	(+2) Stun damage	$200
Grenade	(+2, Area Effect)	$200
Kevlar Armor	(+1) Defense	$1,200
Custom Pistol	(+3)	$5,000
Custom Rifle	(+4)	$10,000

Antidotes (various). Specific use for poisons, etc.	$20-?
First-Aid Kit (Heals 1 red stone of health)	$50
Handcuffs (Difficulty 4, Resistance 6)	$50
Gas Mask (protection vs. gas attacks)	$50
Metal Detector (Range 1)	$250
Tracing Device ("Bug") (Range 7, Duration 1 week, +4 vs. detection)	$400
Communicator (Specialized, scrambled)	$500
Thieving Equipment (+1-3)	$100-1,000
Scuba Gear (1 hr. air supply, 1 stone to disable)	$1,000
Underwater Metal Detector (Range 2)	$1200
Laptop Computer (Tech. to operate: 1, to break: 1)	$1,500
Fireproof Gear (+4 vs. fire)	$2,500
Telescope (Enhanced Vision 2, telescopic)	$500-$3,000
Microscope (Enhanced Vision 2, microscopic)	$500-$3,000
Parachute (Nullify falling damage, min. 100' altitude)	$5,000
Voice Detector (3 stones to overcome)	$25,000+
Retinal Scanner (+4 for verifying ID)	$25,000+
Speedboat (D:1, R:1, DM:0, VD:3, MM:3, S:3, W:3)	$40,000
20' Sailboat (D:2, R:3, DM:0, VD:3, MM:2, S:2, W:3)	$80,000
Electron Microscope (Enhanced Vision 10, Tech 4)	$125,000
Summer Home or Hideout (3-6 rooms.)	$200,000+
H.Q. (small, well-defended base) (3-6 rooms. Walls +2 Toughness.)	$500,000
Henchman/Goon (avg. 1-stone Abilities)	$10-20,000/yr.
Space or Environmental suit (2 hrs. life support)	$500,000
Luxury Yacht (D:2, R:4, DM:1, VD:6, MM:2, S:3, W:6)	$1.5 million
Mansion (20+ rooms)	$2-10 million
Factory (c. 100 workers)	$10 million
Advanced Lab (Allows invention without penalties)	$10 million
Lear Jet (See Vehicles, Appendix B)	$10 million
Tank (See Vehicles, Appendix B)	$5-10 million
Magnificent Palace (100+ staff. 100-500 rooms)	$15 million
Private Island (Have fun describing)	$20 million
Fighter Aircraft (See Vehicles, Appendix B)	$50 million
Personal 747 (See Vehicles, Appendix B)	$200 million
Aircraft Carrier (D:4, R:1500, DM:8, VD:100, MM:1, S:3, W:10+)	$5-10 billion
Robotics Plant (Design/Manufacture of Robots)	$10 billion
Major Governmental Program (U.S. Defense Budget)	$300 billion
U.S. Budget	$3 trillion
U.S. Gross National Product	$10 trillion+

CUSTOM-DESIGNED ITEMS

You must buy these items at the start or acquire them through play. Enchanted Items only available to Masters of Magic (any branch). Certain items are only available to team members (or teams get them for free). In instances where the Modifier Number is not specified, then you get to determine it. Players and GMs should feel free to change the descriptions, values and costs of the items to reflect their own campaign style.

GENERAL RULES FOR ITEMS

- Items take 1 stone of Damage unless otherwise noted.
- *Items act as Modifiers, i.e., stones come from General Pool, unless otherwise noted.*

Amulet of Agamotto [Doctor Strange]	Cost 2 white stones
High-Tech Armor/Costume	
+2 [Green Goblin, Daredevil, Yellowjacket]	3 white stones
+3 [Magneto]	Cost 4 white stones
Masking Grenades [Green Goblin]	3 white stones for 6/mission
Cloak of Levitation {Doctor Strange]	4 white stones
Pumpkin Bombs [Green Goblin]	6 white stones for 6/mission.
High-Voltage Gauntlets (+3) [Green Goblin]	6 white stones
Diamond Stickpin w/ Paralyzing Gas (+5)[Kingpin]	4 white stones
Walking Stick with Laser Beam [Kingpin]	9 white stones
Eye of Agamotto [Doctor Strange]	12 white stones
Silver Surfer's Surfboard	25 white stones
Captain America's Shield (+6)	26 white stones
Armored Van: (Like the Punisher's)	$100,000

Smoke Bombs: +2 Modifier to most escapes (Cost: 2 red stones for access to 6/Mission.)

Goblin Glider: (See his sheet for specs.) Goblin stole his! (Cost: 6 white stones, hardly used.)

Micro-Cerebro: Locates mutants. Disguised as a watch. Only available to X-Men. May be programmed with a particular mutant's pattern. Beeps when target located.
- Proximity scans, Range: 1
- Tech: 2 to operate, 7 to repair, modify

Communicator: Allows secure voice communications within a 5-mile radius (but this is variable). Most have cell-phone capability as well. Most teams provide one.
- Duration: indefinite.

Image Inducer: A small device that allows one to change his appearance. It only holds one or two "images." Often used by mutants with extreme appearances to pass for human; standard equipment for X-Men if requested.
- Modifier # = Resistance to detection (1 image/Modifier #)
- Tech Level: 0 to operate, 7 to repair, modify
- Duration: 24 hours. Recharge: 1 hour
- Cost Level = Modifier # + 3, or 2 white stones for #1

Kree Army Knife: A high-tech, all-purpose pocket tool of Kree design. Features: 3 miniature molecular-edged blades (+1), armor penetration/mini-blowtorch (+1)/lockpick (+2 to opening locks)/ electromagnetic probe (+1)/mini-laser beam (+1)/sonic corkscrew (+1), armor penetration/power scissors (+1)/tweezers/toothpick
- Tech Level: 1 to operate, 7 to repair, modify
- Cost: 2 white stones

Computer Bug: Scans hard drives on computers on which it is planted and downloads all data (10 GB per Panel) and sends it to the user via radio. The bug is self-powered and is destroyed if it takes any damage.
- Modifier # = Resistance to being discovered, Resistance to detection or scanning
- Modifier # vs. target computer's AI or Resistance
- Modifier # = Tech Level to reprogram, follow data back to source

Online Encyclopedia Hearing Aid: When it hears a word followed by a key phrase, it looks up the word or phrase and whispers any entries into your ear. People with enhanced hearing may hear the whispering. Works like General Knowledge Action.
- Cost Level = Modifier #

Memory Remover/Restorer: Looks just like a pocket penlight. Hides biological memories. Target may attempt to resisted with Intelligence if aware. At Modifier Number 7 it can also be used to restore memories. Memories can be recovered through Telepathy, extended therapy, etc.
- Tech Level: 2 to operate, 9 to repair, modify
- Cost Level = Modifier # +2

Anti-Gravity Device: Shoebox-size device with control panel, handle, smooth surface which can attach to any object. Reduces weight to 0, up to Modifier # (Strength Row on D&R). Takes 1 Panel to attach or detach.
- Tech Level: 4 to operate, 7 to repair, modify
- Damage: 2 stones
- Cost Level = Modifier #

Jet Boots: While wearing you can fly at Speed 3. They can carry up to 3 stones of weight. Solar-powered, recharge for 5 minutes for 2 hours use.
- Tech Level: 2 to operate, 5 to repair, modify
- Damage: 2 stones
- Cost: 3 white stones.

Grappling Hook (+1): 30-yard, retractable micro-cord with sure-grip. Can raise up to 3 stones of weight.
- Modifier: Combat (+1), Acrobatics (+1)
- Cost: 1 white stone

The following items are the kind of items you'll find protecting the secret bases of evil villains, organizations or corporations:

Floating Eye: Guided, remote-sensing device. Form can be an eye, featureless metal ball, flying ball with wings, etc. Can be mechanical, magical or biotech. Remote control device with a screen to see what the eye sees. If magic, controlled by thought (Telepathy not required). Feel free to increase any of the numbers to make it more effective.
- Agility: 1, Speed: 2, Durability: 3, Range: 4, Vehicle Damage: 1
- Modifiers: Reflexive Dodge: 2, Toughness: 1, Enhanced Vision: 2, all options.
- EMP burst/Self-Destruct: Area = 3
- Tech Level: 2 to operate, 5 to reprogram, disable

Infrared Security System: A beam of light or a series of overlapping infrared or laser beams designed to be tripped by anyone walking into the room. It can be an alarm/sensor system which silently notifies security, or it could close doors, sound alarms and activate security and weapons systems.

Defense: A fine mist spray (or vision extending into the infrared) will reveal such beams. Actions such as Tech, Thieving and Black Ops could also be used to detect or deactivate. Use Actions such as Acrobatics, Wall-Crawling, Tech, Thieving, and Black Ops to evade.
- Modifier # = Resistance to Detection, avoidance, deactivation

Life-Form Detector: Sensors that detect life forms within a given area and display them on a screen like a radar screen.
- Area = Modifier # (See D&R chart)
- Tech Level: 3 to operate, 7 to reprogram

Mutant Detector: Sensors that detect mutants, mutagenic beings, etc. Tricky, far from foolproof—many Situational Modifiers may apply, depending on the circumstances. They can be supplemented by (or used to supplement) inherent abilities within characters to detect mutants, such as Professor X's.
- Modifier Number = potential range, D&R chart to operate
- Tech, Telepathy and ability to detect mutants can be used to overcome D&R; extra stones can then be added to modifier number for increased range
- Tech Level: 7 to repair, modify (and operate if no Telepathy or Detect Mutant)

Tangle Nets: These shoot out at high speed and engulf victims within target area, often giving a powerful electric shock to knock out people.
- (+8) per net vs. Agility or defense to capture, extra stones of "Damage" do stun damage per turn vs. red stones of energy.
- Area Effect within Area of 1
- Damage: 2, Hardness: 1

Mechanical Tentacles: Grab and hold people. Tentacles have a hardness to break and take damage of twice their own Strength.
- Range: 2
- Strength: 2+
- Damage/Hardness: 2x Strength

Weapons Emplacements: Machine guns, lasers, flamethrowers, etc. Turrets, inset into sliding panels in walls, etc. They can be radio-controlled or have their own AI. See Powered Armor for examples of weapons systems you can adapt.
- Range: 1-2
- (+2-4), 2x Damage (depending upon type of weapon)

Knockout Gas: Vents or nozzles fill area with gas. Knockout, paralyze, induce sleep, etc. Can deploy quickly or slowly, be stronger or weaker, visible or invisible at your choice.
- Modifier # = Area Attack vs. Durability to render unconscious

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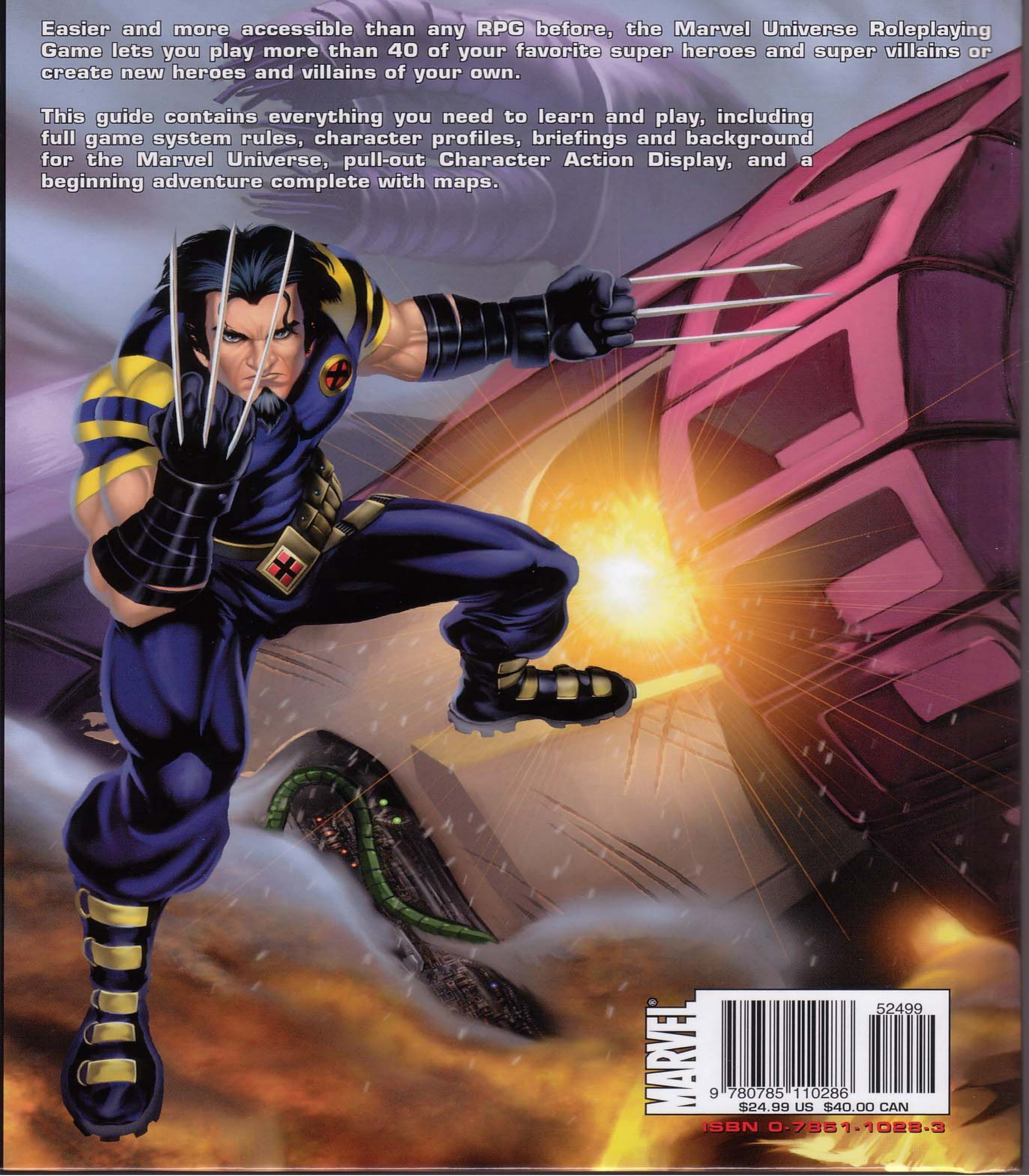

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